

# SPIDER-MAN<sup>®</sup>

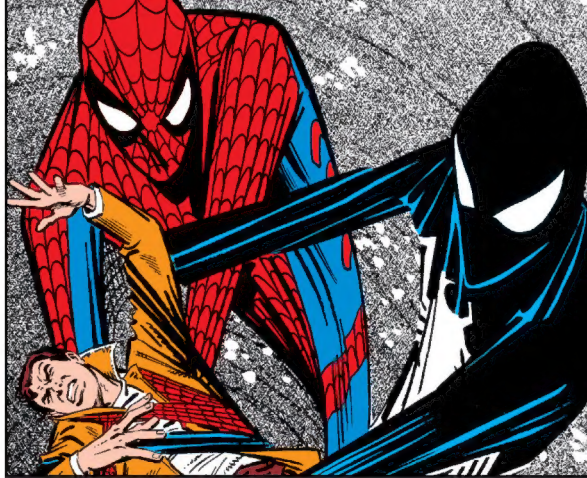
## BIRTH OF VENOM<sup>™</sup>



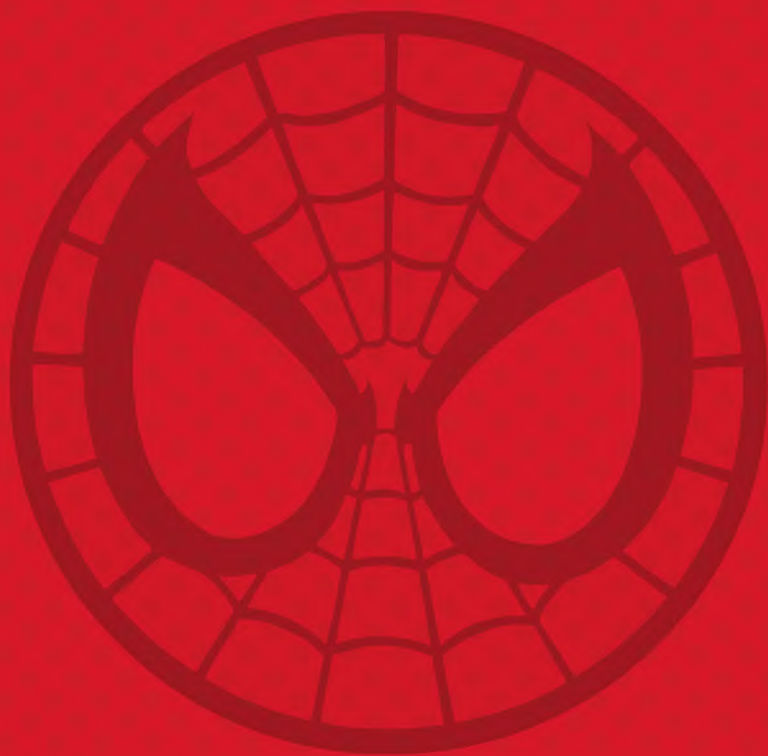
McFARLANE

MARVEL



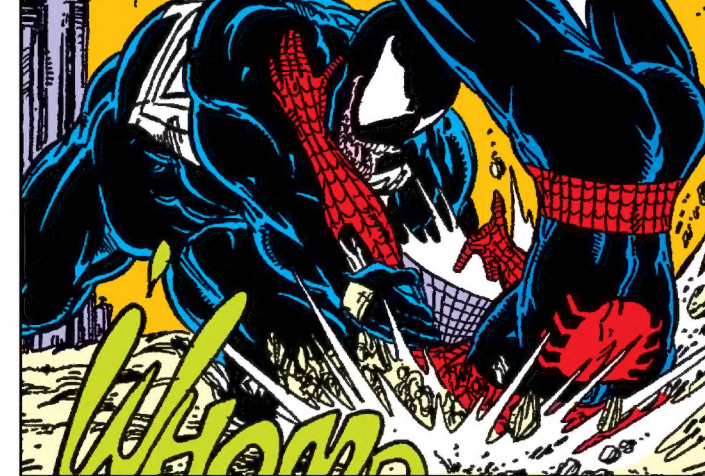


# SPIDER-MAN



**BIRTH OF VENOM**





# SPIDER-MAN

## BIRTH OF VENOM

**Writers:** Jim Shooter, Roger Stern, Tom DeFalco, John Byrne,  
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Mooney, Bob McLeod, Todd McFarlane & Bud Larosa

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Janet Jackson & Kevin Tinsley

**Letterers:** Joe Rosen, Diana Albers, Rick Parker,  
Ken Lopez & Janice Chiang

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Jim Salicrup & Jim Owsley

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**Front Cover Colors:** Avalon's Andy Troy

**Back Cover Art:** Charles Vess

**Text Recaps:** Mike Fichera

**Production:** Jerron Quality Color

**Color Reconstruction:** Gotham

**Collection Editor:** Mark D. Beazley

**Associate Editor:** Sarah Brunstad

**Senior Editor, Special Projects:** Jennifer Grünwald

**VP, Production & Special Projects:** Jeff Youngquist

**SVP Print, Sales & Marketing:** David Gabriel

**Digital Manager/Production:** Tim Smith 3

**Digital Production:** Kou Chen

**Editor in Chief:** Axel Alonso

**Chief Creative Officer:** Joe Quesada

**Publisher:** Dan Buckley

**Executive Producer:** Alan Fine

Spider-Man created by Stan Lee & Steve Ditko

Special Thanks to Ralph Macchio, Lee Hilly & Pond Scum



Among Spider-Man's most fantastic adventures, few compare to the Secret Wars. In the days when Spider-Man had just recently left graduate school, he and fellow heroes, including members of the X-Men, Avengers, and Fantastic Four, were transported to a constructed planet called Battleworld along with over a dozen of Earth's most reprehensible villains — including Galactus! An invisible, near-omnipotent being called the Beyonder challenged the two teams to battle as he studied the concept of desire. In the course of one battle, clashing with Titania, Spider-Man's costume was shredded.



*The Heroes of the Secret Wars — art by Mike Zeck*



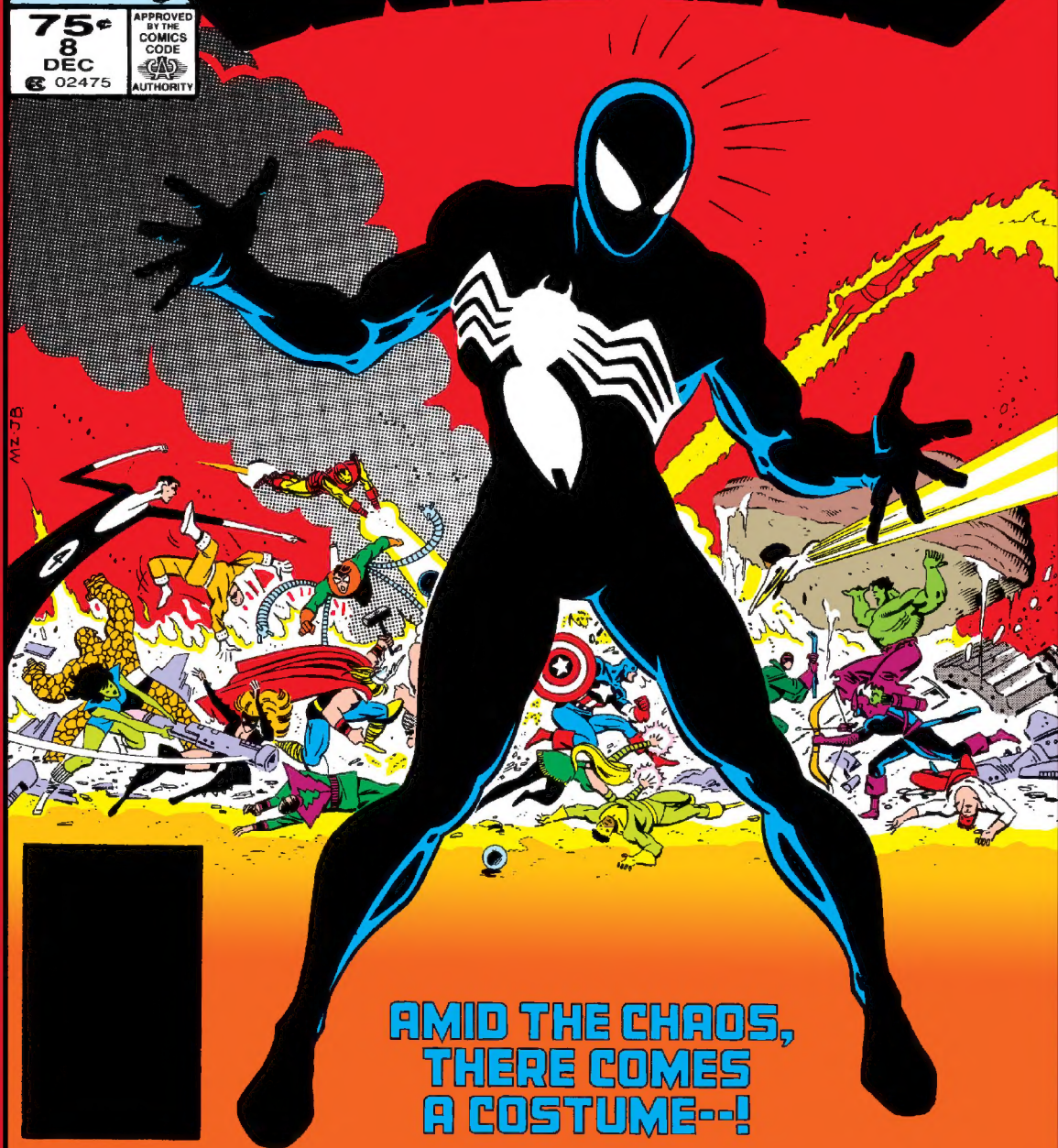


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APPROVED  
BY THE  
COMICS  
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AUTHORITY

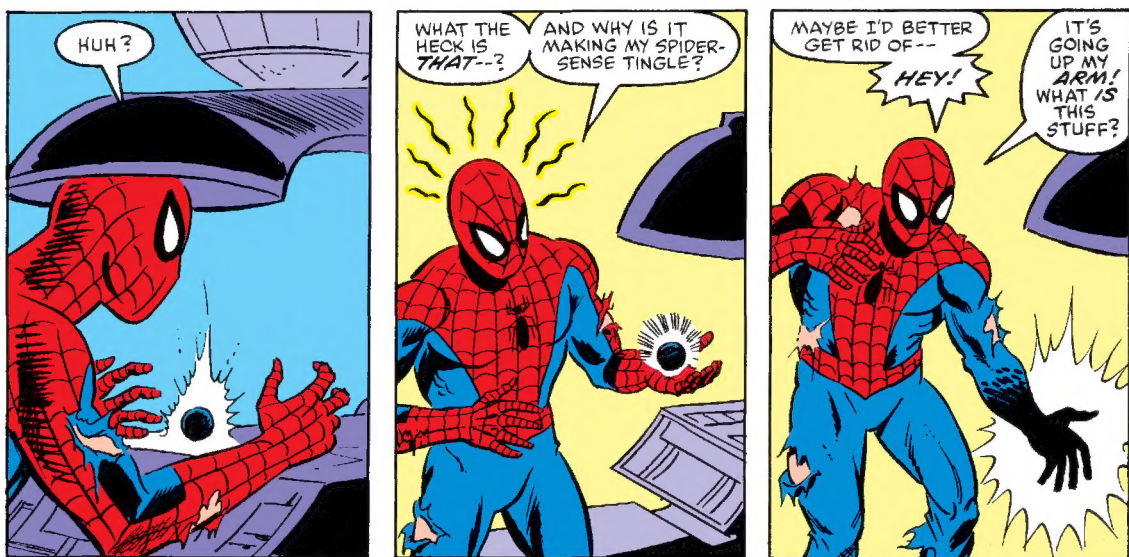
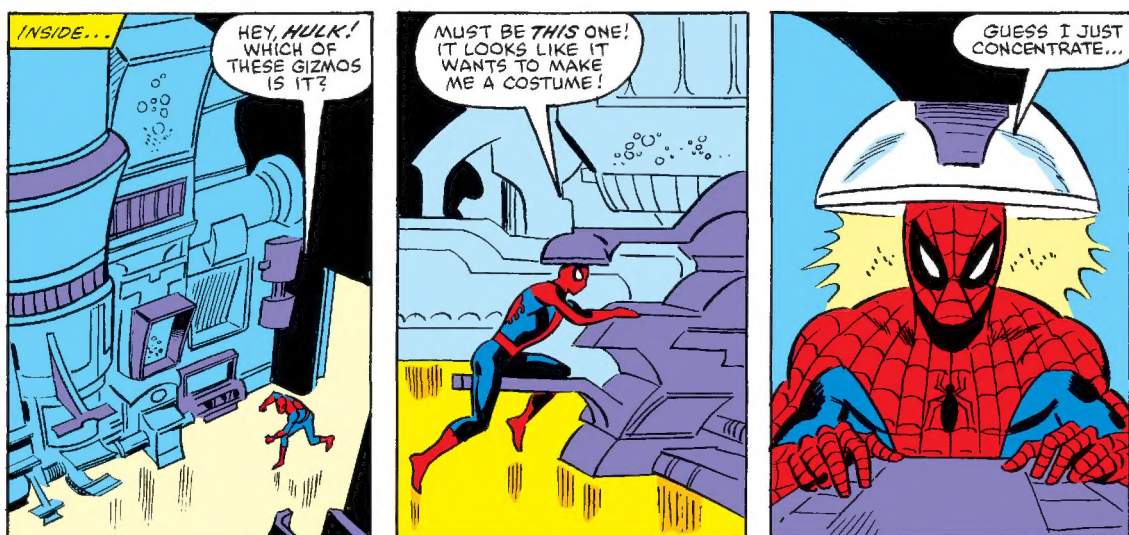
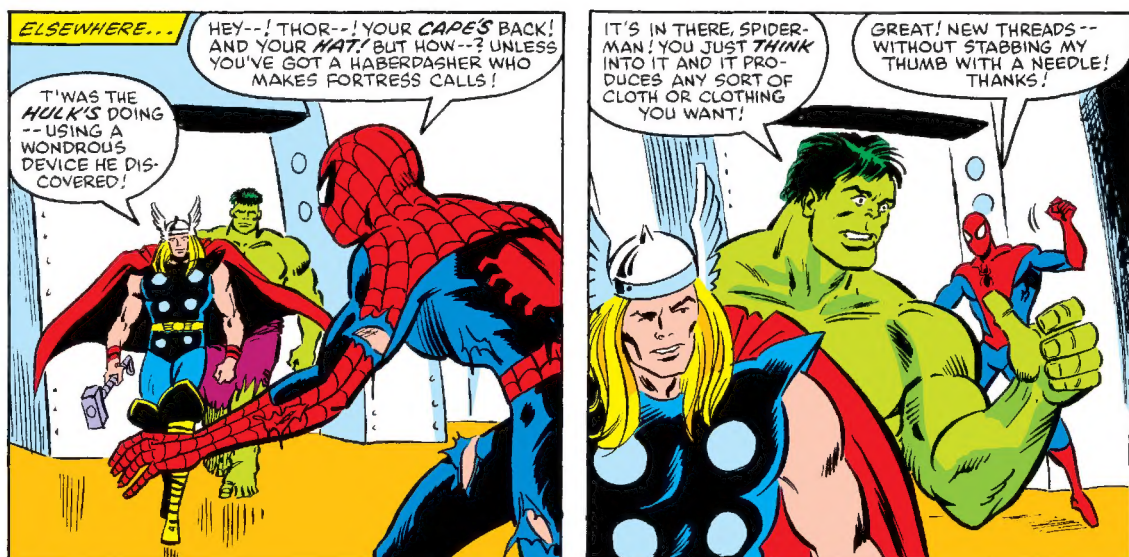
#8 IN A TWELVE-ISSUE LIMITED SERIES

# MARVEL SUPER HEROES™ SECRET WARS™



AMID THE CHAOS,  
THERE COMES  
A COSTUME--!



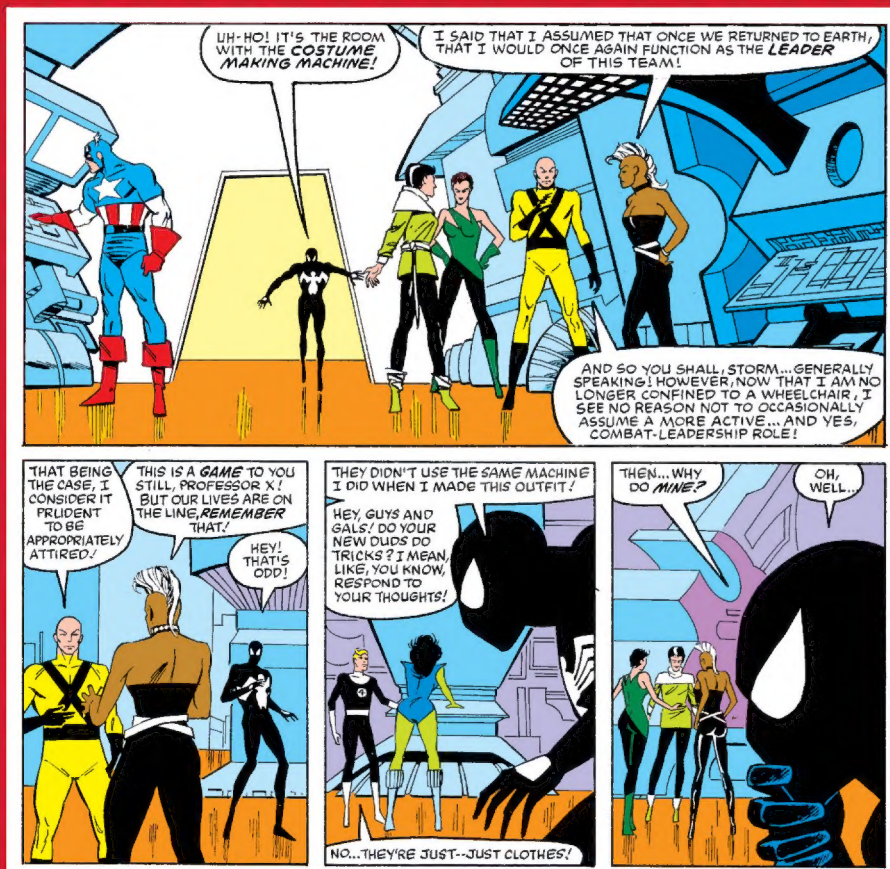








Donned in his new mysterious ebony costume, Spider-Man returned home ready to face new challenges, both fantastic and mundane. He had recently revealed his secret identity to the reformed burglar, the Black Cat. Their romance was often frustrating, ethically challenging, yet wildly exciting. Though Spider-Man truly loved her, the Cat only loved Spider-Man — not the humdrum Peter Parker. She feared telling him that she owed the Kingpin for a clandestine power augmentation she received in order not to be a liability to her lover while fighting crime by his side. Further complicating Peter's love life, his old redheaded flame, Mary Jane Watson, moved back from Florida after previously rejecting Peter's marriage proposal. Aunt May, unaware that her dear nephew was also "that awful Spider-Man," began conspiring with Mary Jane's Aunt Anna to pair Peter and MJ together again. While the world believed Norman Osborn, the original Green Goblin, had died, a mystery man acquired Osborn's equipment and arsenal. Renaming himself the Hobgoblin, he made deals with the criminal underworld while blackmailing many of New York's wealthy businessmen - including Peter's old college roommate Harry Osborn, who, with wife Liz, was expecting his first child.



*Spidey realizes he didn't use the "costume machine" before  
— art by Mike Zeck*



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APPROVED  
BY THE  
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CODE  
AUTHORITY

# the AMAZING SPIDER-MAN®

THE RUMORS  
ARE TRUE.

INTRODUCING...  
THE NEW  
SPIDER-  
MAN!





WELL, WHAT'S THE VERDICT?

NOT BAD, OVERALL. I LIKE THE HEADLINE. IT'S A REAL GRABBER! BUT THIS PHOTO MONTAGE IS TOO "ARTSY" FOR ME.

YOUR FRONT PAGES WILL BE A LOT MORE STRIKING IF YOU JUST CONCENTRATE ON A SINGLE EXCITING VISUAL--INSTEAD OF TRYING TO DAZZLE YOUR READERS WITH SPECIAL EFFECTS!

★★★★  
FINAL

VOL. 68, No. 125

**DAILY BUGLE**

New York, February 4, 1964

# WHERE ARE THEY?!?

## Still No Word On Missing Heroes

Stories on Page 2, Additional Photos on Centerfold

Sunny and cool today and partly sunny tomorrow. Details on page 75

Price 30¢





SOME NICE REPORTING ON THIS STORY ABOUT THE MISSING HEROES--BUT I WOULD HAVE PREFERRED A FEW MORE PICTURES ON PAGE TWO.

WHY DIDN'T YOU USE ANY PHOTOS BY PETER PARKER? THIS SORT OF THING IS USUALLY HIS MEAT.

I TRIED TO CALL PETE A NUMBER OF TIMES IN THE PAST WEEK...BUT HE SEEMS TO BE OUT OF TOWN.

# Heroes Gone!

## Crime On The Rise



The Sheep Meadow in New York City's Central Park, where it is believed the abduction took place

### No Clues at Disappearance

A list of those missing heroes like a regular who's who of super heroes: Captain America, The Wasp, Thor, The She-Hulk and Iron Man of the Avengers; Mr. Fantastic, The Human Torch and

Continued on Page 17



Wanda Maximoff, The Scarlet Witch

### 'No Comment' Says Which

THAT'S THE TROUBLE WITH FREELANCERS. THEY'RE UNDEPENDABLE! THEY ALWAYS SEEM TO BE UNDERFOOT--EXCEPT FOR THE TIMES WHEN YOU REALLY NEED ONE.

Ms. Maximoff, however, turned heroes. Continued on Page 17

by Lynn Craig

In the wake of the mysterious disappearance of many of this city's costumed heroes, rumors of dramatic increases in violent crimes were confirmed today when the Bureau of Statistics released its weekly unaudited report. Violent crimes rose overall an average of 14% in the preceding

week. Notable exceptions were the incidents of bank robbery, which increased 23%, and the incidents of armed assault, which rose a staggering 37%.

Many officials in the New York City Police Department, however, remain unconvinced that these statistical increases are directly related to the alleged

Continued on Page 17

### She Fears The Worst

CONOVER'S CORNER

by Jacob Conover



Technically, she is not an Avenger. She has no official ties with this team of super heroes. She has never been considered a part of their organization, and has never even applied for membership. Even the most casual of obser-

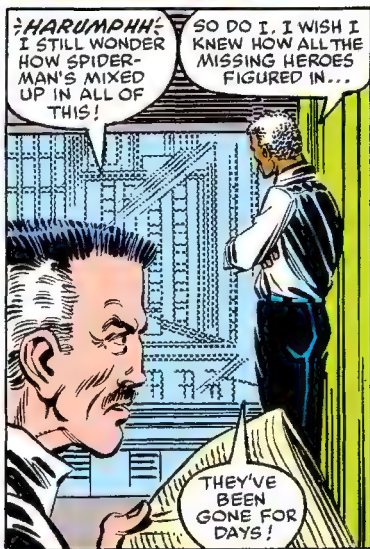
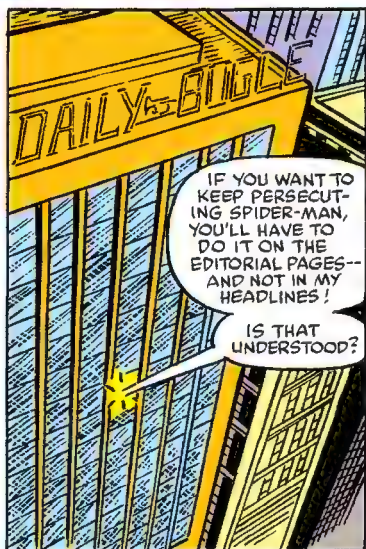
vers can see that she has absolutely no legal right to live within their world-famous mansion headquarters. And yet, she is there. She has moved into that famous Fifth Avenue landmark, and made it her temporary home while she awaits word...any word...of her missing husband. The woman's name is Mockingbird, and her husband is Hawkeye.

Continued on Page 26

Newly married Mockingbird anxiously awaits word on husband's fate



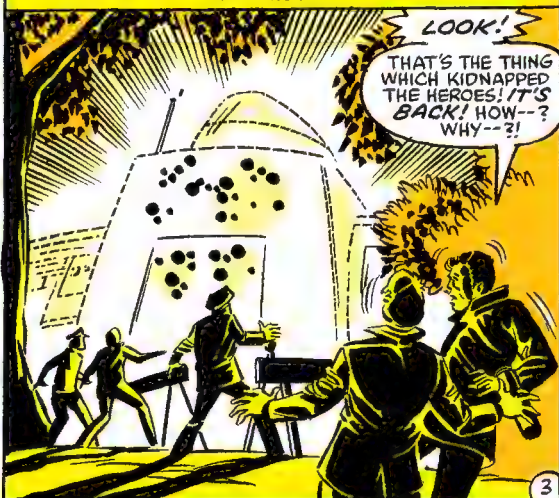




MEANWHILE, IN THE **SHEEP MEADOW** OF NEW YORK'S  
CENTRAL PARK, THE POLICE HAVE CORDONED OFF THE  
AREA THAT ONCE HELD THE MYSTERIOUS **STONEHENGE** LIKE  
CONSTRUCTION--



SUDDENLY, AN INCREDIBLE BURST OF BLINDING LIGHT  
SEEMS TO EXPLODE FROM WITHIN THE BARRICADES,  
AND THEN--





STAN LEE PRESENTS: A NEW CHAPTER-- A NEW BEGINNING-- IN THE LIFE OF  
THE AMAZING SPIDER-MAN!

# "HOMECOMING!"

BUT THEN, BEFORE ANOTHER  
QUESTION CAN BE UTTERED,  
OR A MOVE BE MADE...

HANG ON, DOC  
CONNORS!

I THINK  
WE'RE GOING  
TO MAKE IT  
THIS TIME!



ROGER STERN  
PLOT

TOM DEFALCO  
SCRIPT

RON FRENZ  
PENCIL BREAKDOWNS

BRETT BREEDING  
FINISHED ART

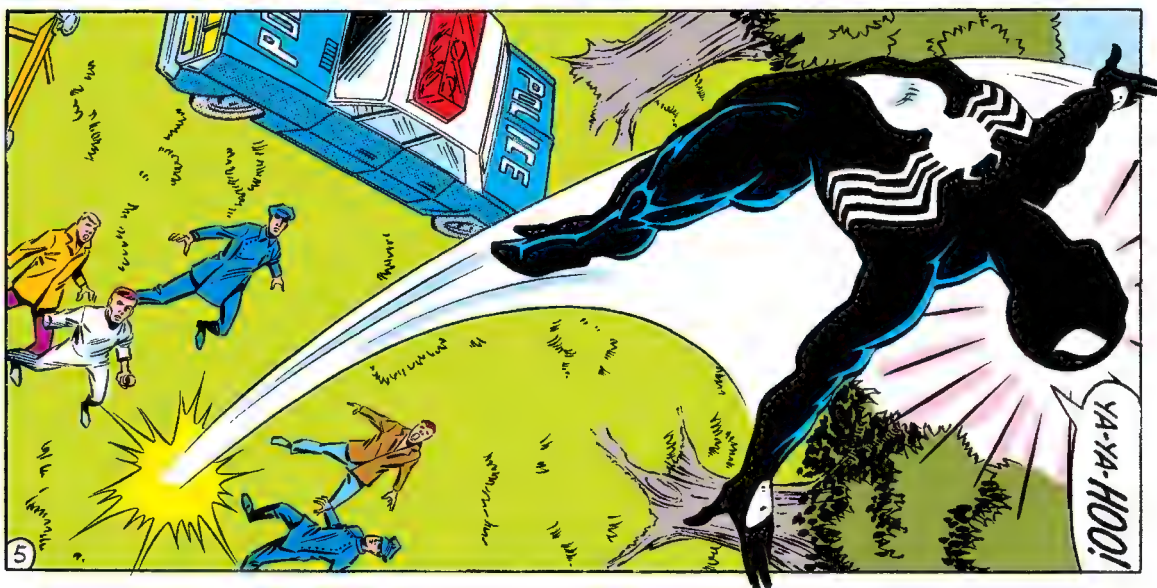
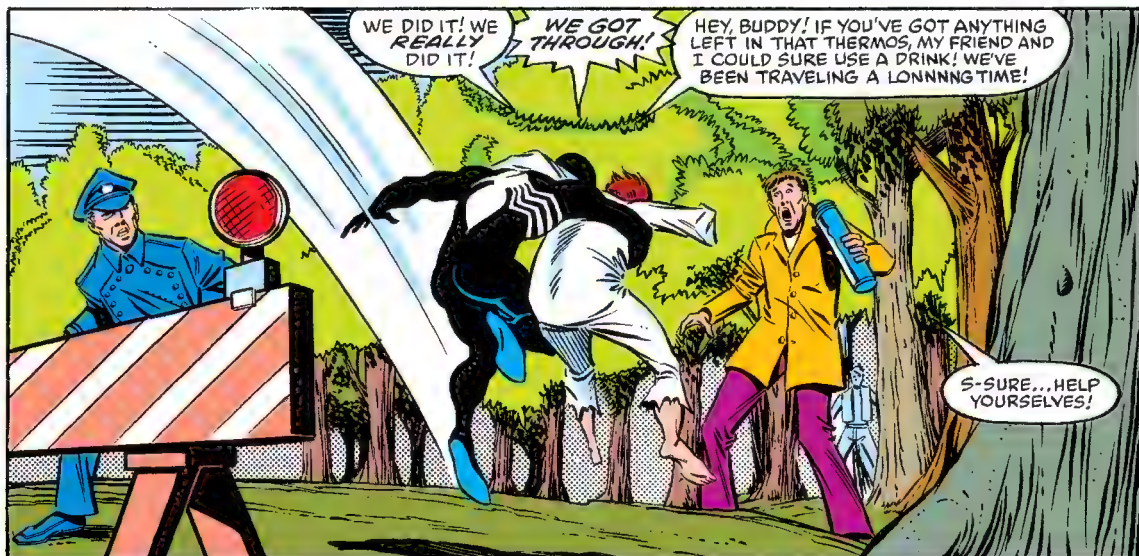
JOE ROSEN  
LETTERS

GLYNIS WEIN  
COLORS

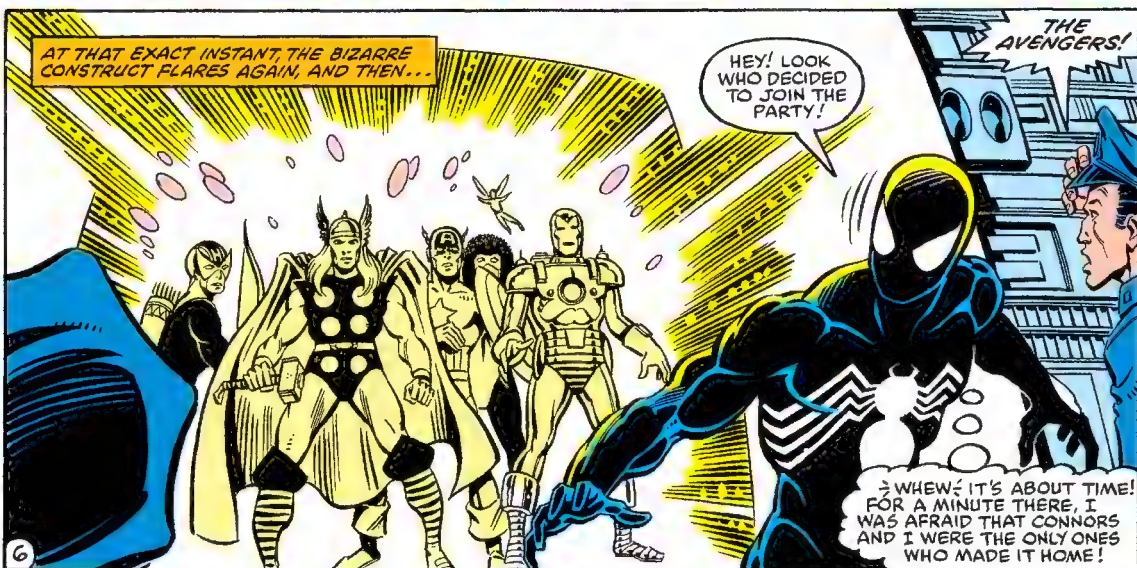
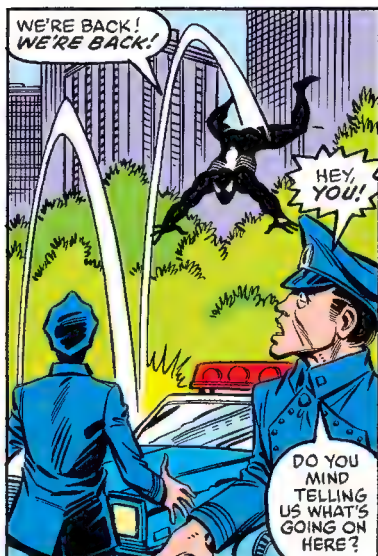
DANNY FINGEROTH  
EDITOR

JIM SHOOTER  
EDITOR IN CHIEF













C'MON, DOC! THERE'S NO REASON FOR US TO HANG AROUND ANYMORE!

BESIDES, I WANT TO GET OUT OF HERE BEFORE SOME SHUTTERBUG STARTS SNAPPING PICTURES OF YOUR FACE!



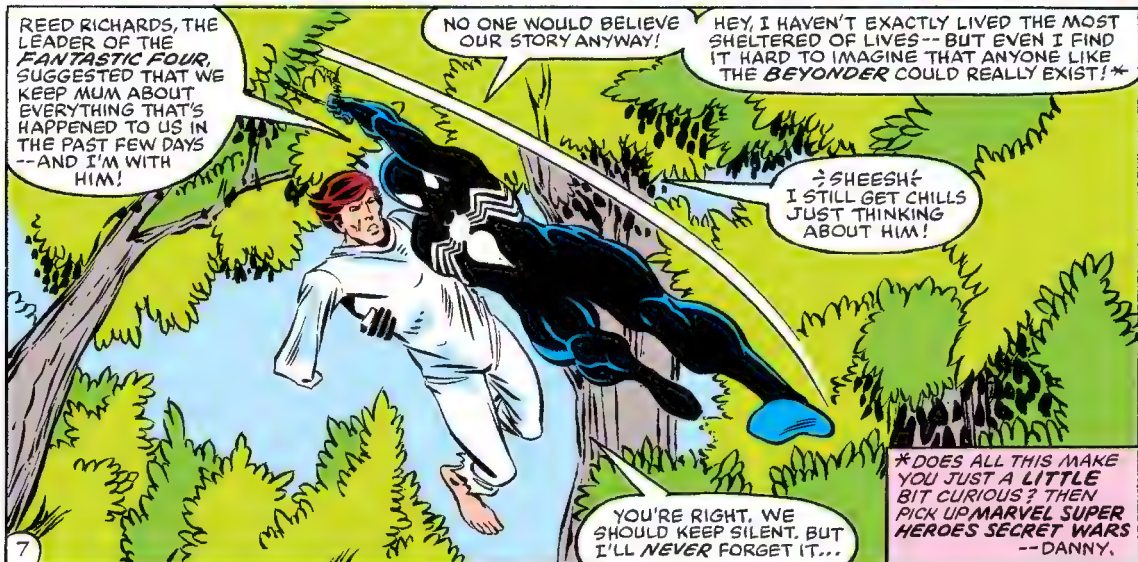
I'M SURE YOUR WIFE AND KID COULD DO WITH- OUT THAT KIND OF PUBLICITY!

LEAPING AN INCREDIBLE THIRTY FEET STRAIGHT UP, THE AMAZING SPIDER-MAN IS SOON LOST AMID THE TOWERING TREES OF CENTRAL PARK.



SPIDER-MAN, WHAT ARE WE GOING TO TELL THE WORLD ABOUT ALL WE'VE SEEN-- ALL WE'VE EXPERIENCED?!

I'VE BEEN MEANING TO TALK TO YOU ABOUT THAT.



REED RICHARDS, THE LEADER OF THE FANTASTIC FOUR, SUGGESTED THAT WE KEEP MUM ABOUT EVERYTHING THAT'S HAPPENED TO US IN THE PAST FEW DAYS --AND I'M WITH HIM!

NO ONE WOULD BELIEVE OUR STORY ANYWAY!

HEY, I HAVEN'T EXACTLY LIVED THE MOST SHELTERED OF LIVES-- BUT EVEN I FIND IT HARD TO IMAGINE THAT ANYONE LIKE THE BEYONDER COULD REALLY EXIST!\*

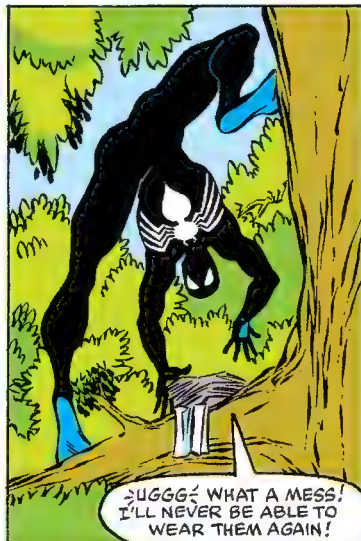
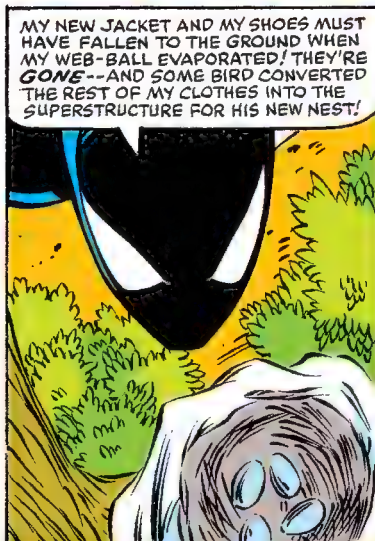
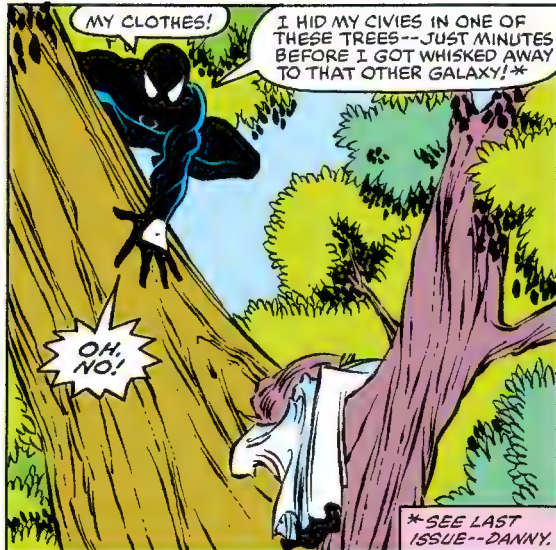
~SHEESH~ I STILL GET CHILLS JUST THINKING ABOUT HIM!

YOU'RE RIGHT, WE SHOULD KEEP SILENT. BUT I'LL NEVER FORGET IT...

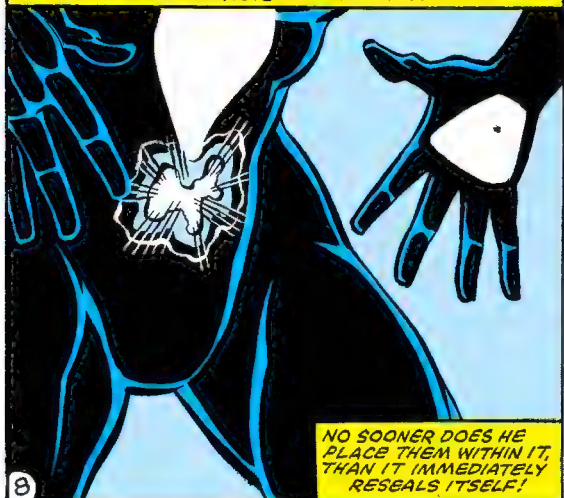
\*DOES ALL THIS MAKE YOU JUST A LITTLE BIT CURIOUS? THEN PICK UP MARVEL SUPER HEROES SECRET WARS --DANNY.



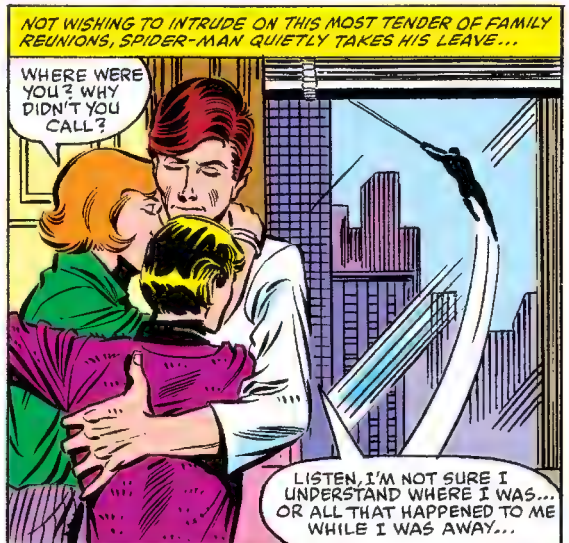
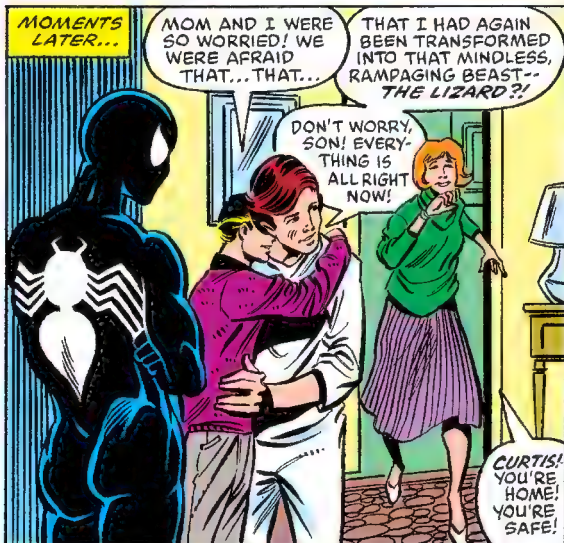
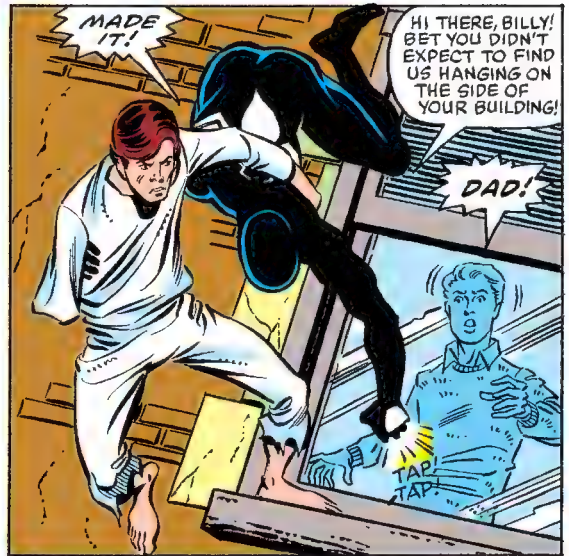
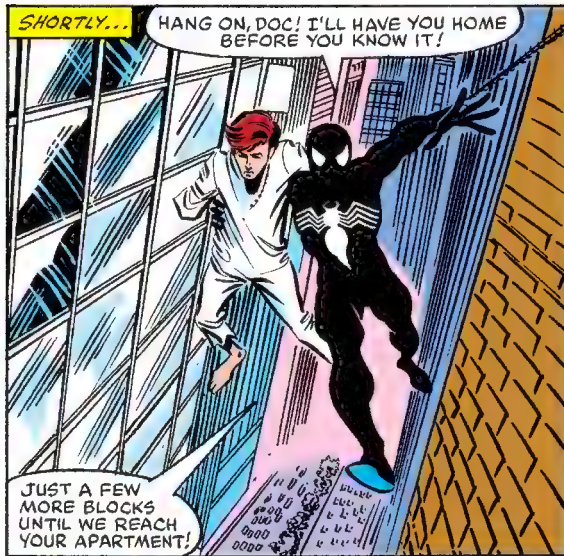
SOON, NEAR THE EDGE OF THE PARK, SPIDER-MAN PLACES DR. CURT CONNORS UPON THE GROUND, AND THEN LEAPS UPWARD AGAIN...



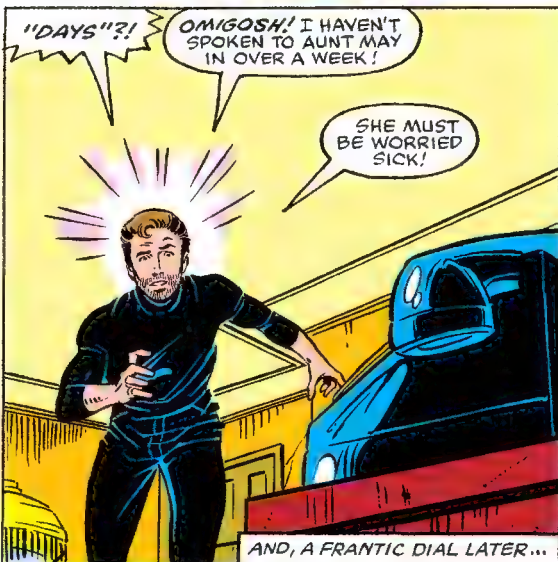
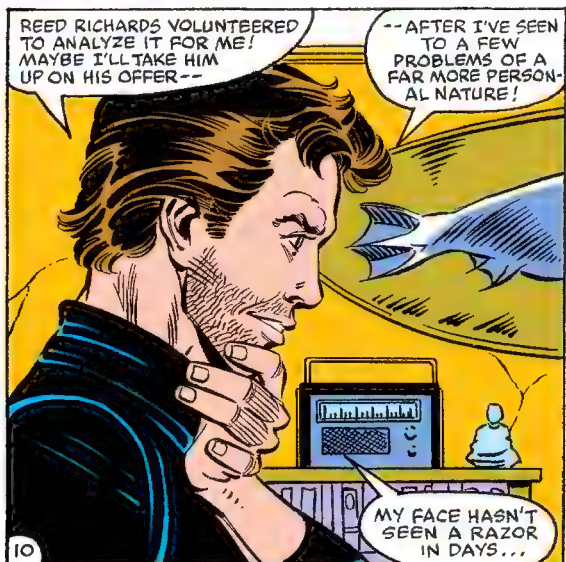
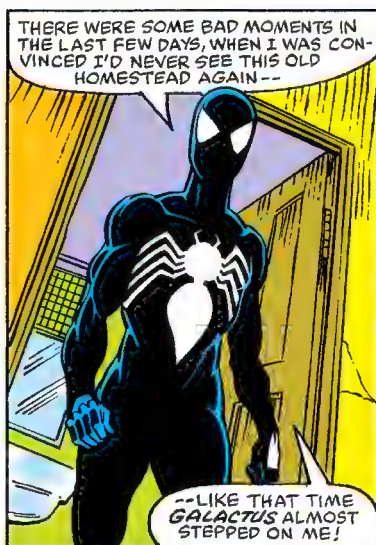
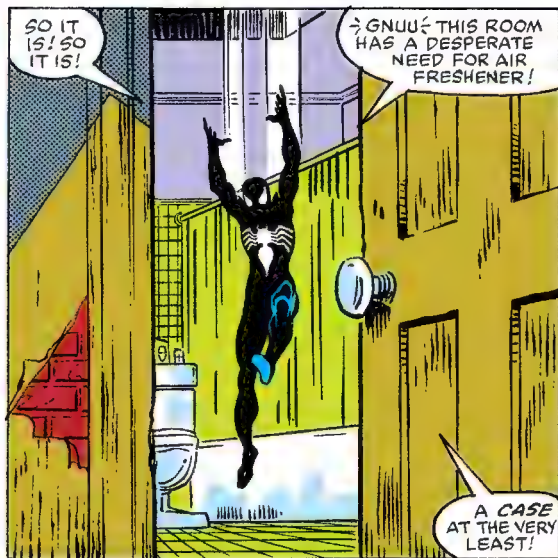
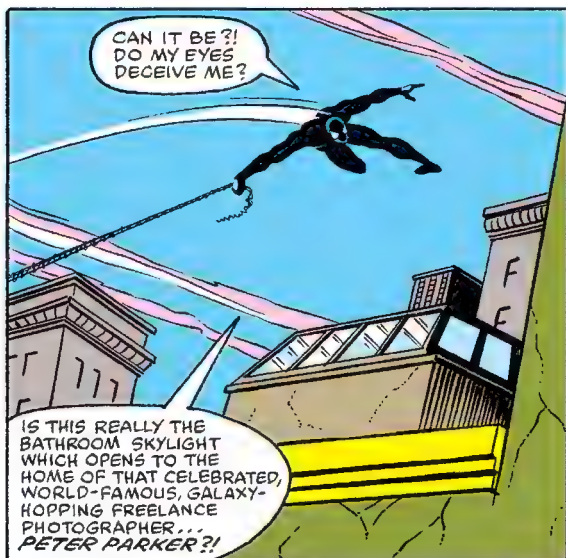
INSTANTLY REACTING TO SPIDER-MAN'S UNSPOKEN COMMAND, HIS COSTUME SUDDENLY OPENS A WIDE SEAM TO RECEIVE HIS KEYS AND WALLET...



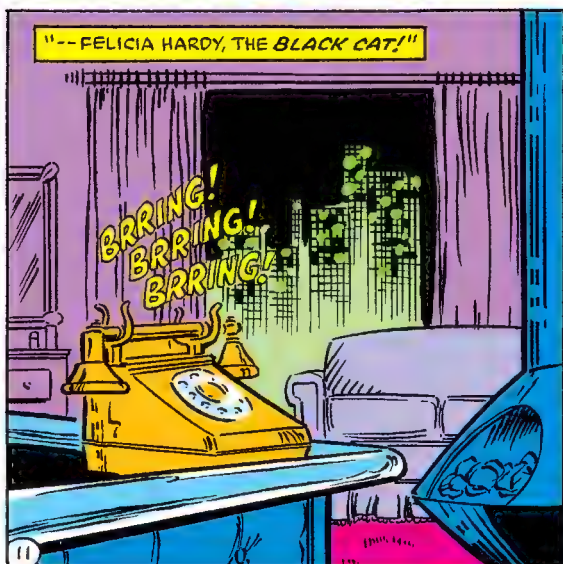
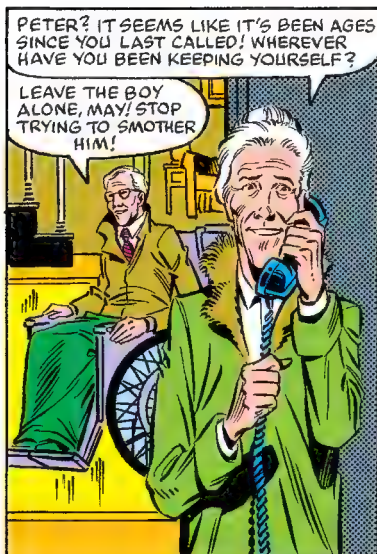




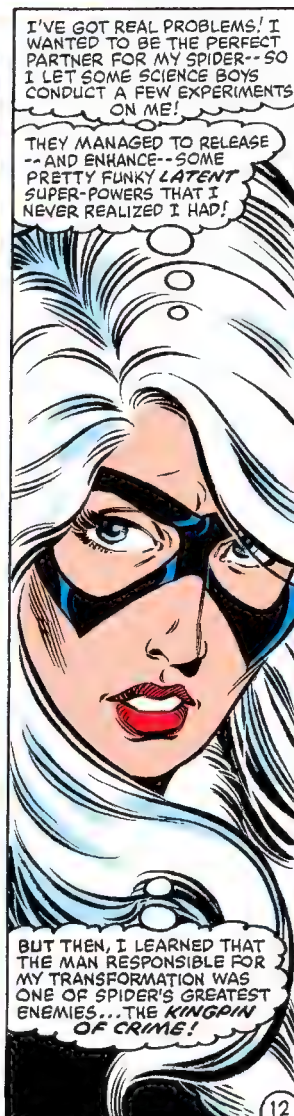
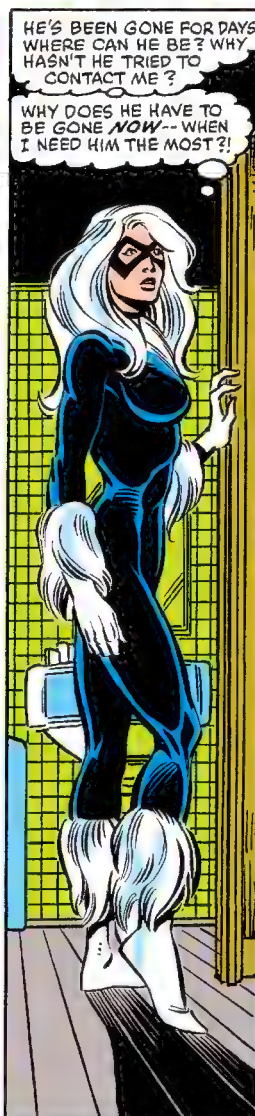
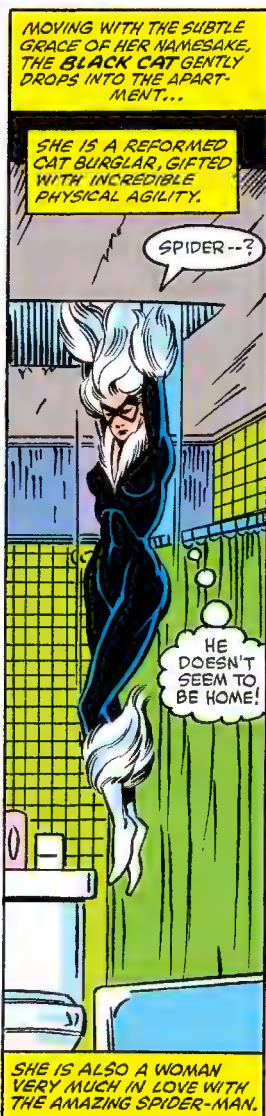
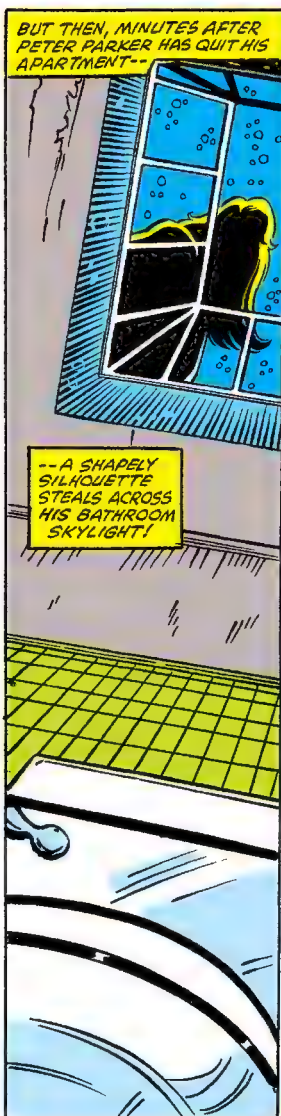




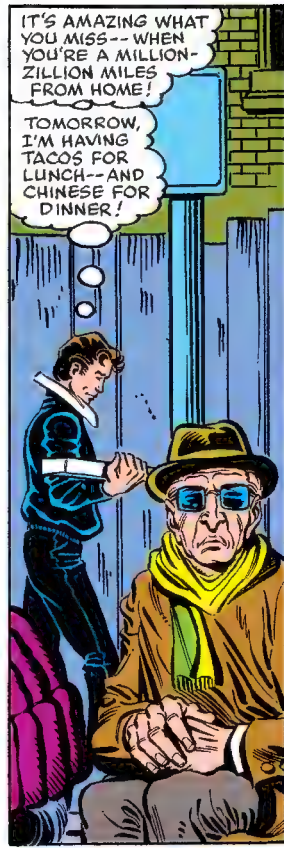
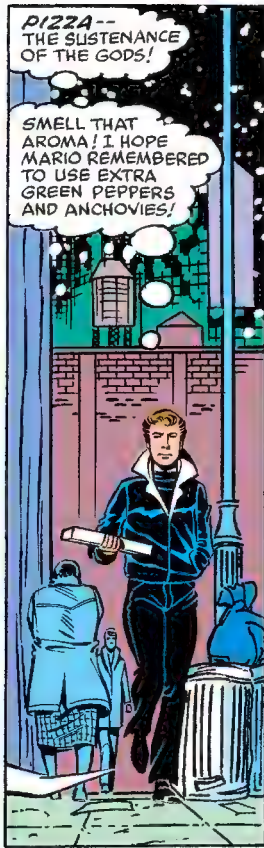
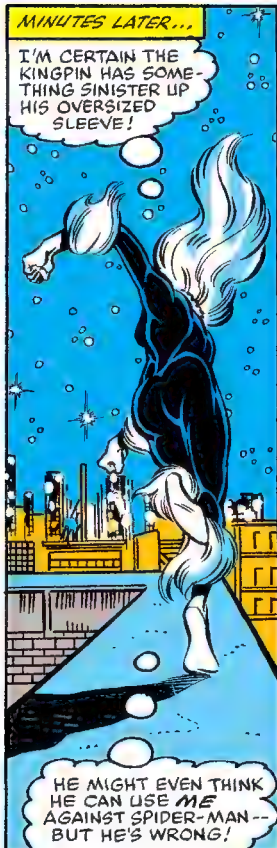




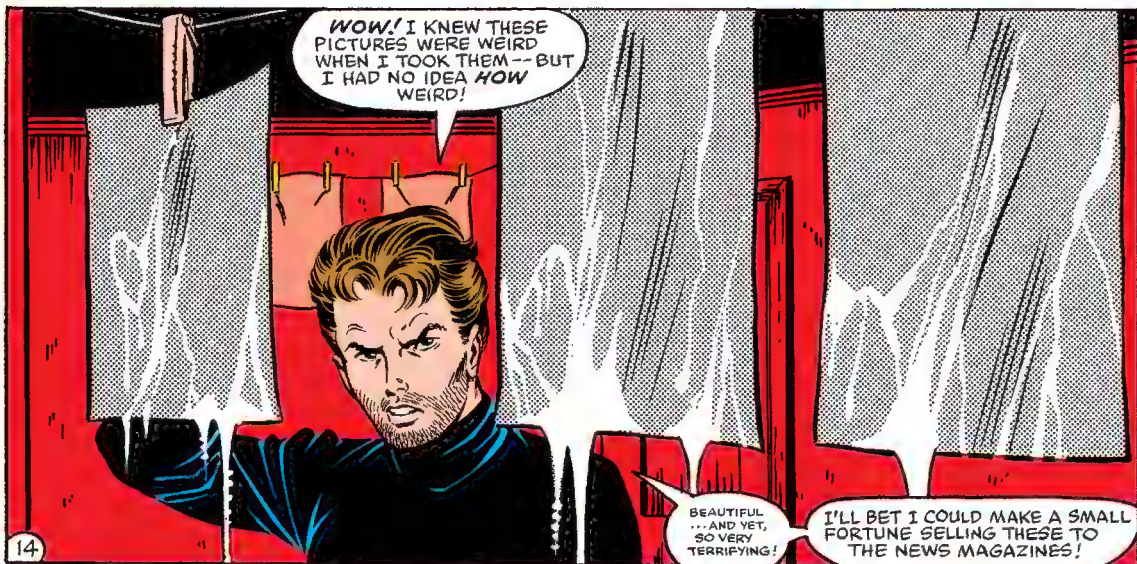
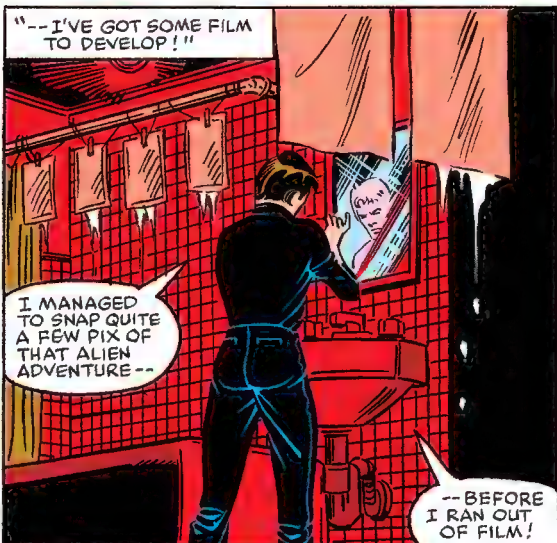
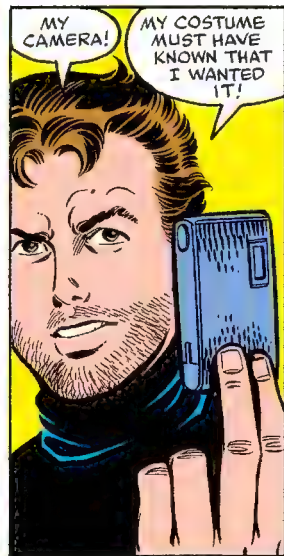
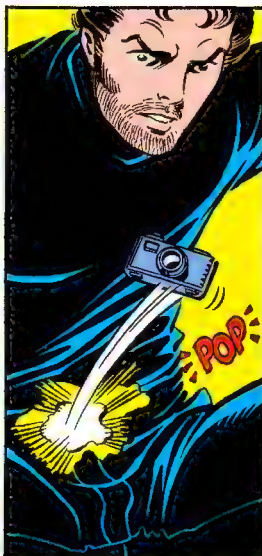
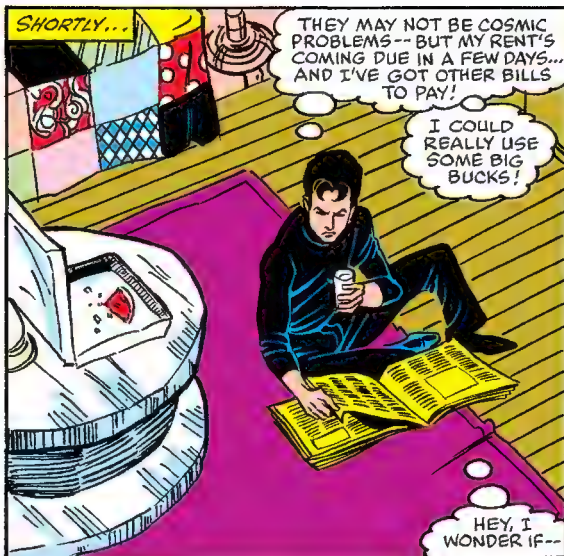




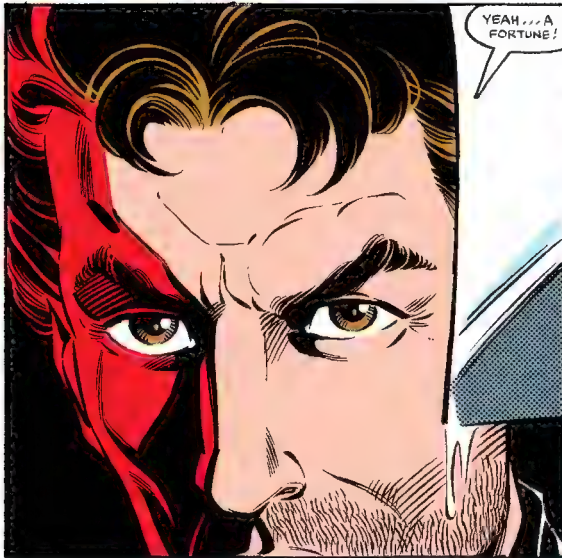












YEAH... A FORTUNE!



OH, WHO AM I TRYING TO KID?!

EVERYONE WILL THINK THESE PICTURES WERE FAKED!



BESIDES, REED RICHARDS WAS RIGHT!

WE SHOULDN'T BURDEN THE PUBLIC WITH WHAT HAPPENED TO US OUT THERE!

NO ONE SHOULD HAVE TO LIVE WITH KNOWLEDGE LIKE THAT...

...NOT EVEN ME!

I'M GONNA DESTROY THE PRINTS AND THE NEGATIVES!

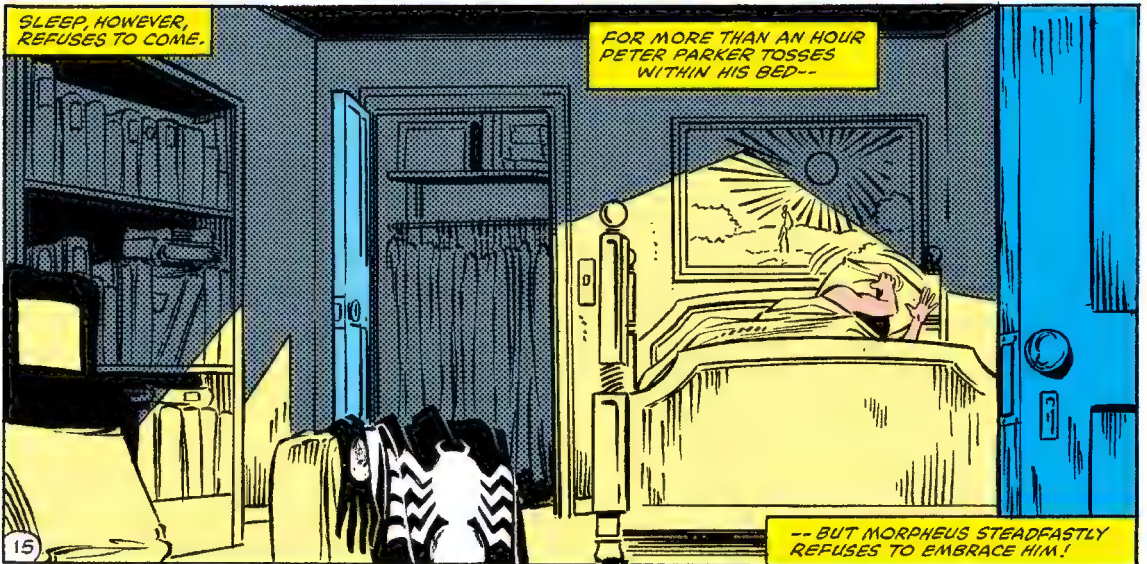
WITHIN MINUTES, IT IS DONE...



AND...

3 YAWN! THAT'S IT! I'VE HAD MORE THAN ENOUGH FOR ONE DAY!

IT'S TIME TO CRASH!

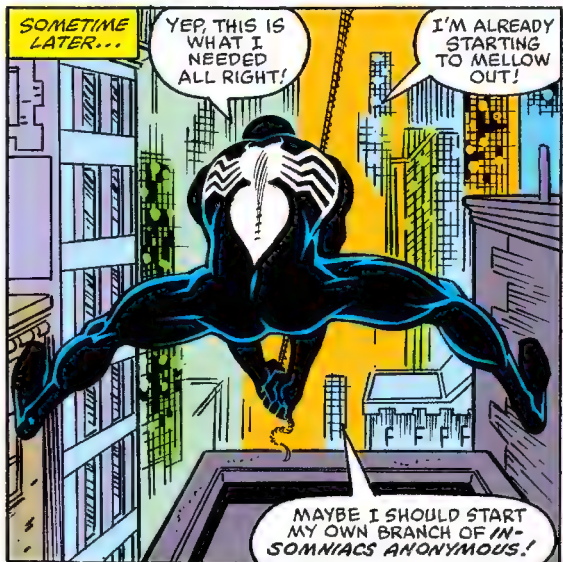
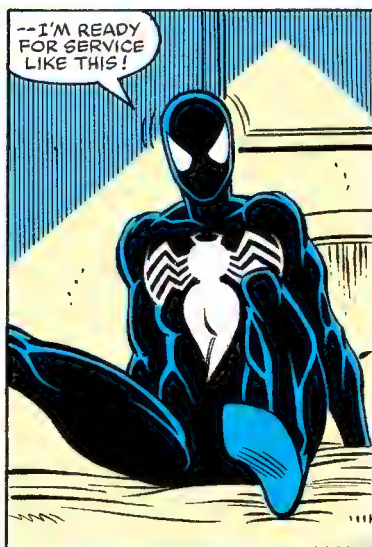
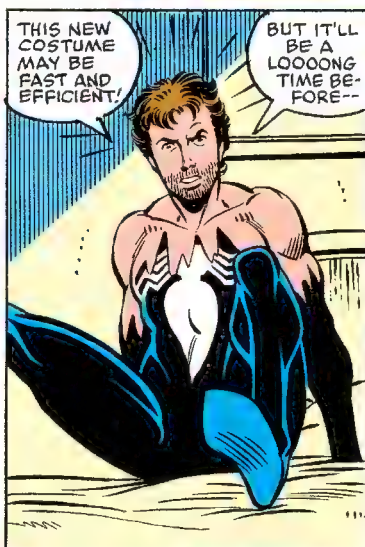
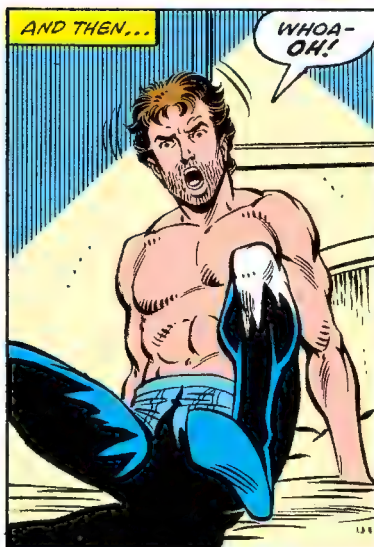
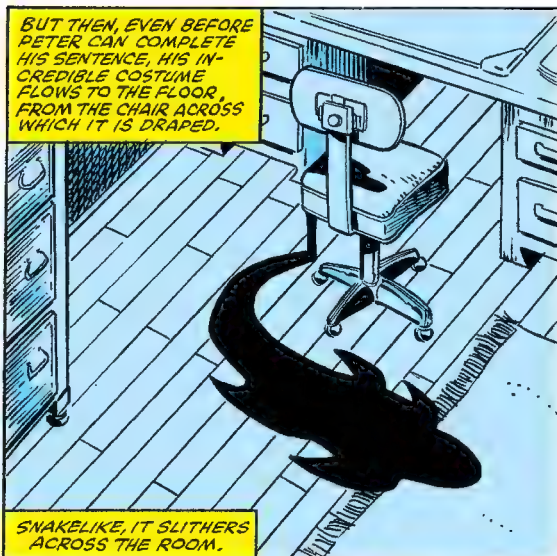
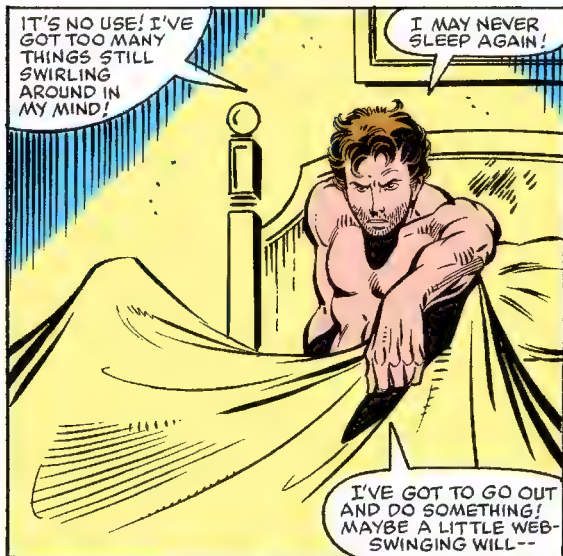


SLEEP, HOWEVER, REFUSES TO COME.

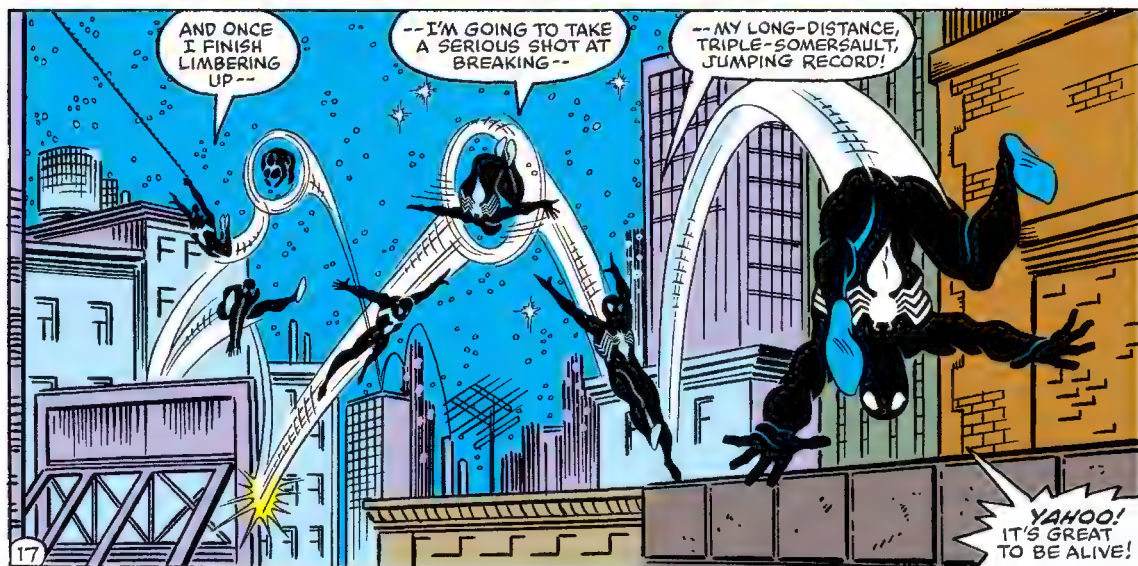
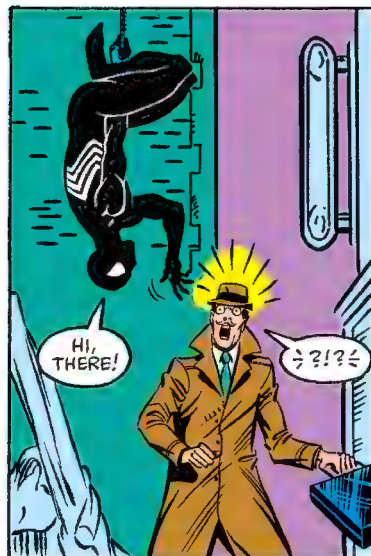
FOR MORE THAN AN HOUR PETER PARKER TOSSES WITHIN HIS BED--

-- BUT MORPHEUS STEADFASTLY REFUSES TO EMBRACE HIM!

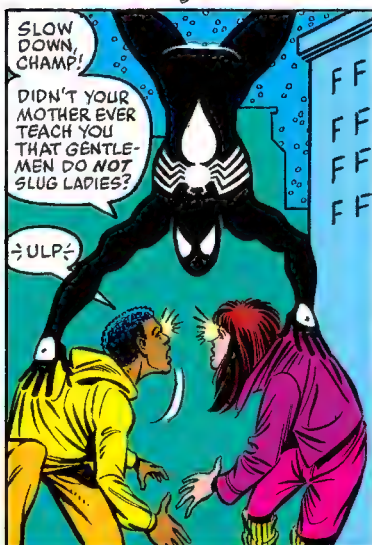
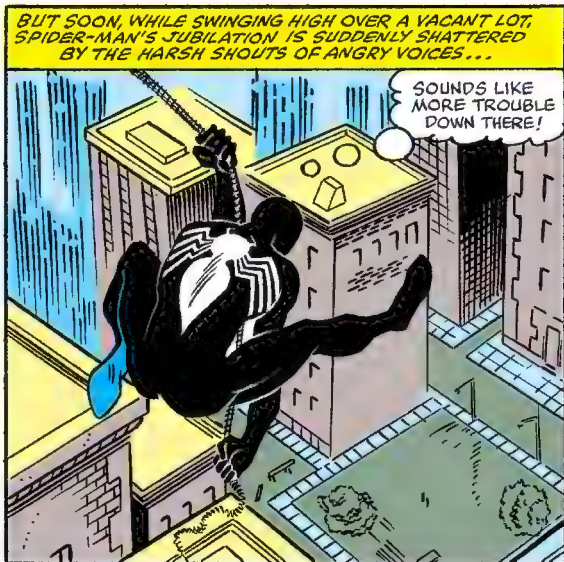




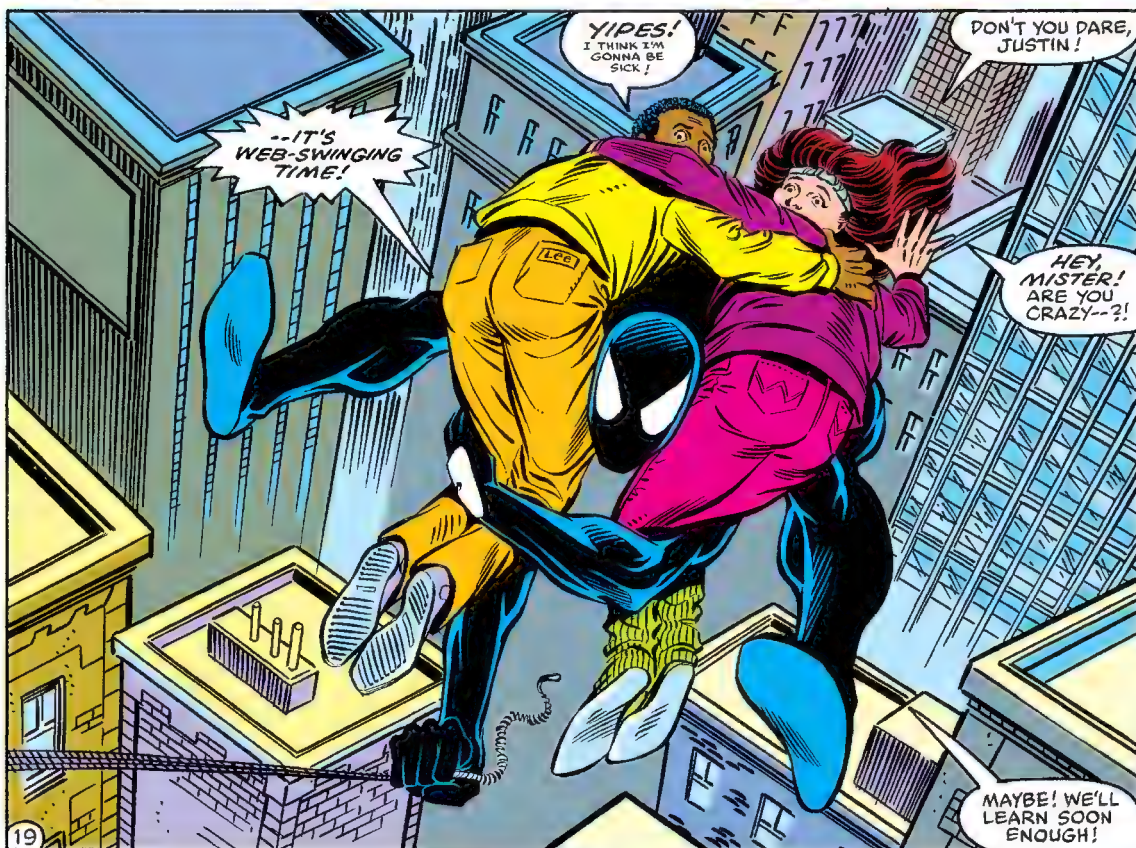














SOON, HIGH ATOP A NEARBY SKYSCRAPER...

I WANTED YOU TO GET A REAL BIRD'S-EYE-VIEW OF THIS CITY... **YOUR CITY!**

FEEL THAT COLD NIGHT AIR! DOESN'T IT MAKE YOU GLAD YOU'RE ALIVE?

WHY'D YOU BRING US UP HERE?

S-SURE, IF YOU SAY SO.

C-CAN WE GO HOME NOW?

NOT YET, JUSTIN! I'M REALLY GETTING OFF ON THE VIEW!

GOOD! I'M NOT MUCH OF A SPEECH-MAKER... SO I FIGURED I'D LET THE CITY SPEAK FOR ITSELF...

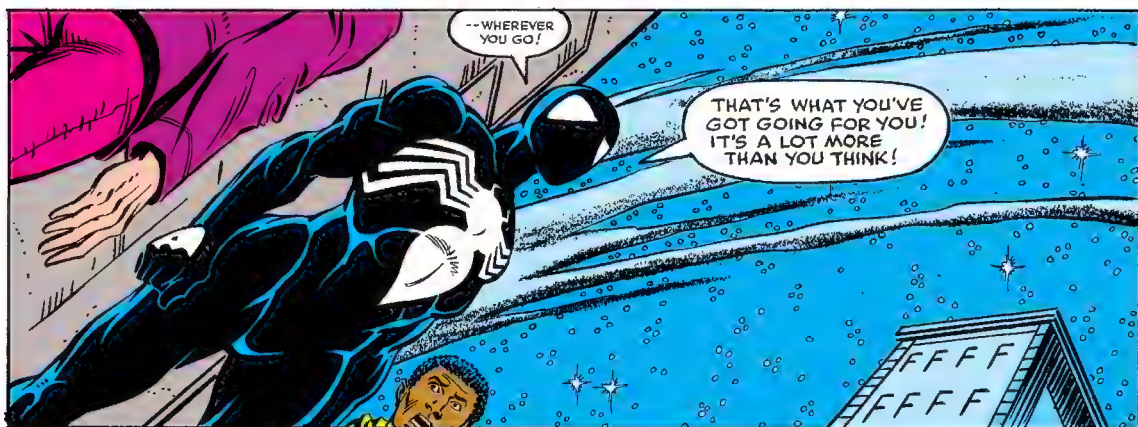
"HEY, I REALIZE THIS CITY ISN'T PERFECT! IT HAS MORE THAN ITS SHARE OF ROUGH EDGES..."

"BUT THERE'S A LOT OF REAL BEAUTY DOWN THERE, TOO..."

"THIS CITY IS LIKE ANY LIVING CREATURE! IT HAS THE POTENTIAL FOR INCREDIBLE GOOD...OR HORRIBLE EVIL!"

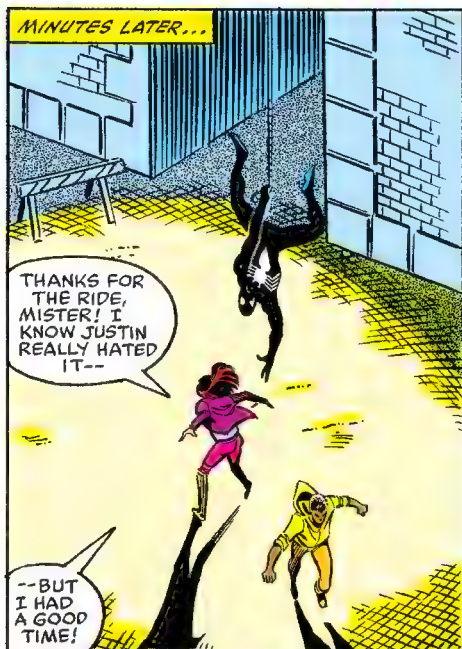
"IT'S A PART OF YOU KIDS, WHETHER YOU REALIZE IT OR NOT! YOU'LL ALWAYS CARRY IT WITH YOU--"





--WHEREVER  
YOU GO!

THAT'S WHAT YOU'VE  
GOT GOING FOR YOU!  
IT'S A LOT MORE  
THAN YOU THINK!



MINUTES LATER...

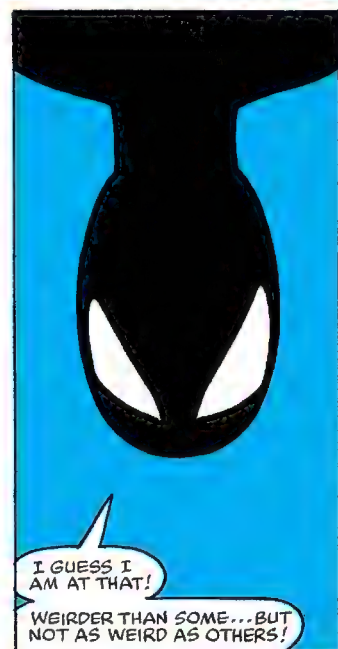
THANKS FOR  
THE RIDE,  
MISTER! I  
KNOW JUSTIN  
REALLY HATED  
IT--

--BUT  
I HAD  
A GOOD  
TIME!



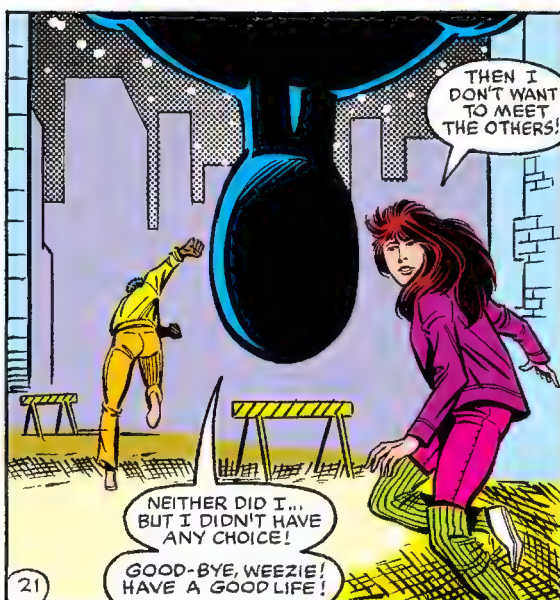
SO  
DID I!

YOU KNOW  
SOMETHING,  
MISTER?  
YOU'RE A NICE  
GUY...BUT  
AWFUL  
WEIRD!



I GUESS I  
AM AT THAT!

WEIRDER THAN SOME...BUT  
NOT AS WEIRD AS OTHERS!



THEN I  
DON'T WANT  
TO MEET  
THE OTHERS!

NEITHER DID I...  
BUT I DIDN'T HAVE  
ANY CHOICE!

GOOD-BYE, WEEZIE!  
HAVE A GOOD LIFE!



MAN! I DON'T KNOW  
IF THAT DID MORE  
GOOD FOR THEM--  
OR ME!

BUT I  
FEEL EVEN  
BETTER  
THAN I DID  
BEFORE!

NEW YORK, YOU  
REALLY KNOW HOW TO  
BRING OUT THE VERY  
BEST IN --





--YOUR  
FRIENDLY  
NEIGHBORHOOD  
SPIDER-  
MAN!

EDITOR'S NOTE: YOU GUESSED IT, TRUE BELIEVER!  
THIS IS JUST OUR SNEAKY WAY OF GIVING YOU  
A BONUS PIN-UP OF THE WEB-HEAD IN HIS NIFTY,  
NEW COSTUME! HOPE YOU LIKE IT --  
DANNY!

NEXT ISSUE! SPIDER-MAN FACES THE THREAT OF A DARING, NEW VILLAIN! PLUS-- AUNT MAY FINALLY  
LEARNS THAT PETER HAS DROPPED OUT OF COLLEGE! DON'T MISS...

# BY MYSELF BETRAYED..!



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BY THE  
COMICS  
CODE  
AUTHORITY

# *the* **AMAZING SPIDER-MAN**<sup>®</sup>

**THIS IS  
THE EASY  
PART...!**



**IT'S GONNA  
BE MURDER  
WHEN SPIDEY  
FACES...THE  
ROSE!**

LEONARDI



# "BY MYSELF BETRAYED!"

STARRING THE AMAZING SPIDER-MAN!

PRESENTED BY: STAN LEE  
WRITTEN BY: TOM DEFALCO  
PENCILED BY: RICK LEONARDI  
INKED BY: BILL ANDERSON  
LETTERED BY: JOE ROSEN  
COLORED BY: GYNNIS WEIN  
EDITED BY: DANNY FINGEROTH  
COACHED BY: JIM SHOOTER

TIME IS RUNNING OUT FOR THE MAMMOTHS, BILL! LOOKS LIKE THEY'RE GOING TO CLOSE REGULAR SEASON PLAY WITH A LOSS!

QUARTER BALLON DOWN TO GO  
4 47 3  
SF SKYHAWKS 34  
NY MAMMOTHS 28

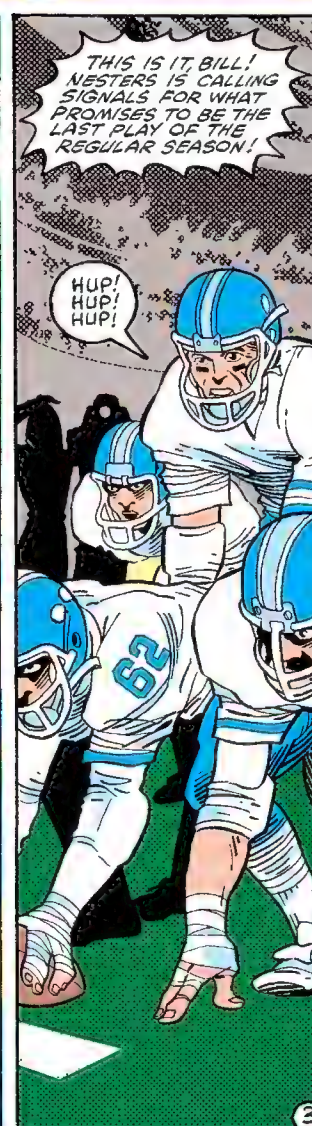
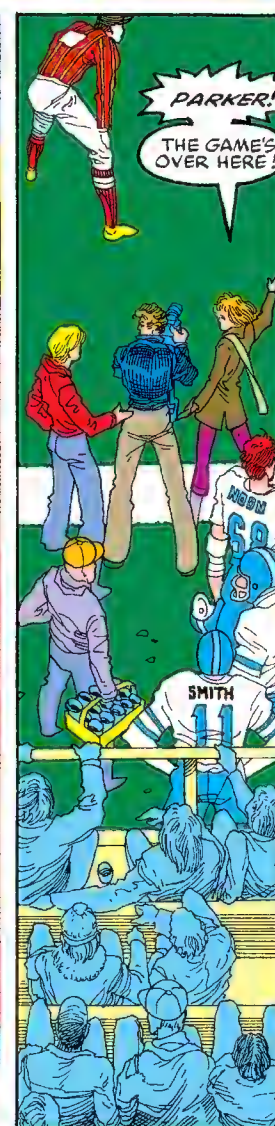
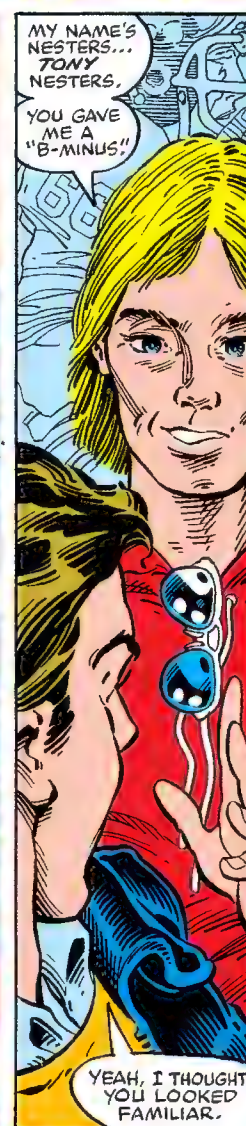
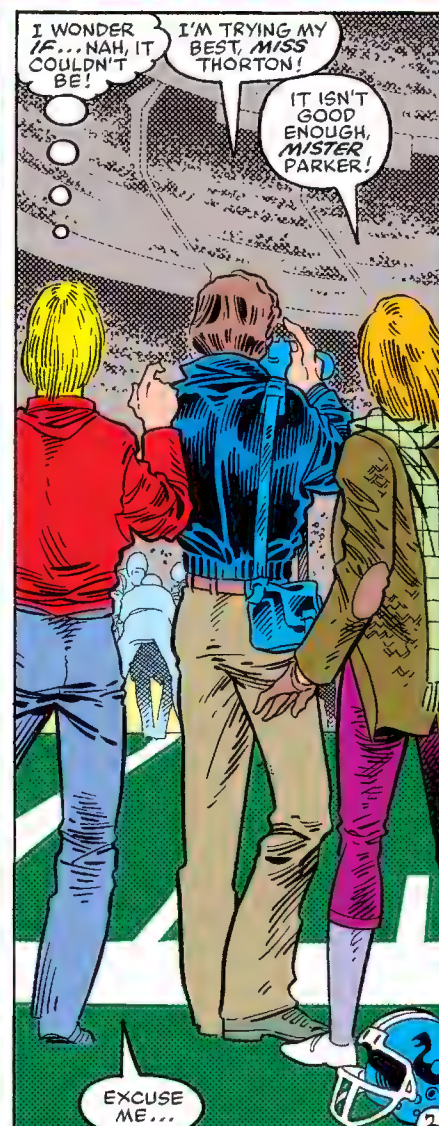
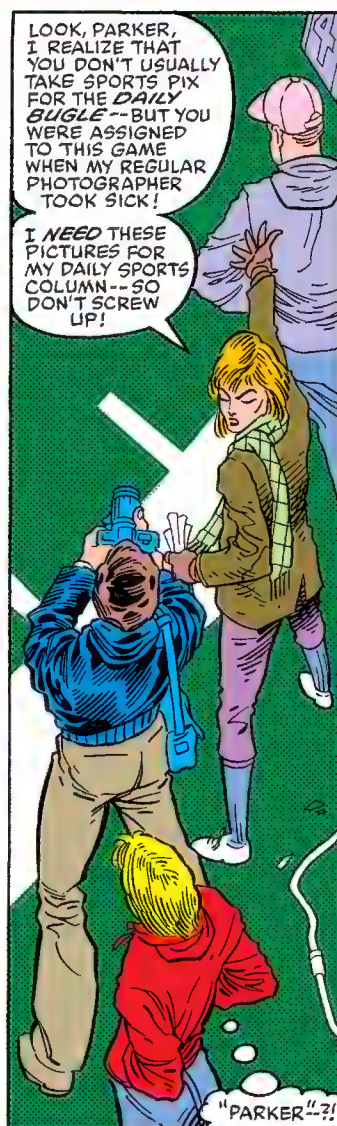
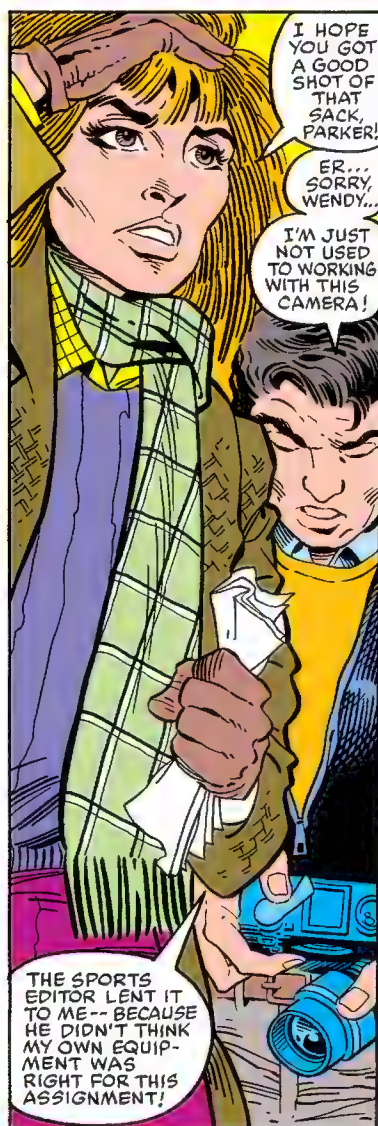
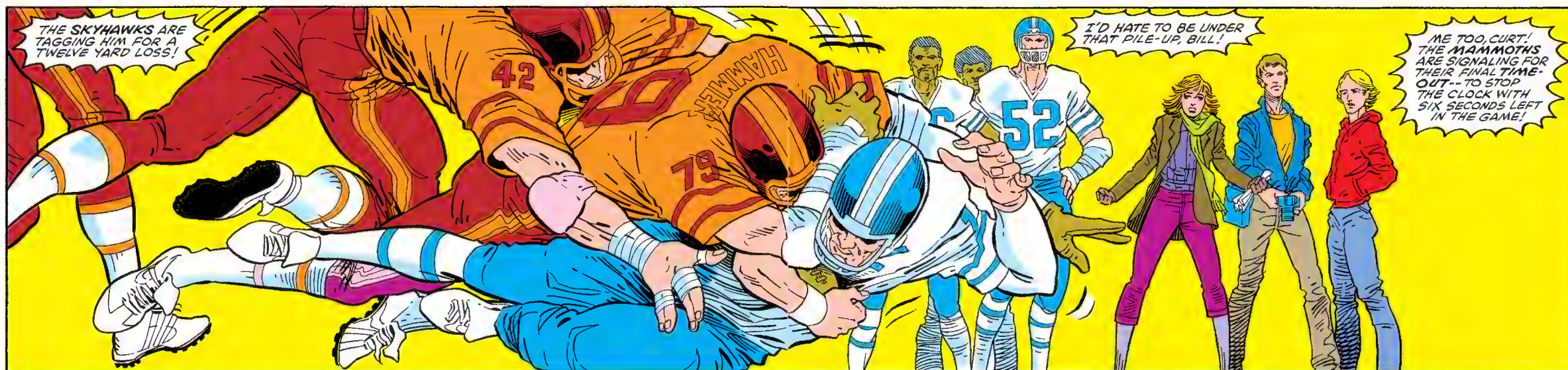
THAT'S RIGHT, CURT! THEY'VE ALREADY CLINCHED A PLAYOFF BERTH-- BUT A WIN HERE WOULD HAVE GUARANTEED THEM A HOMEFIELD ADVANTAGE!

UH-OH! MAMMOTHS' QUARTERBACK RAY NESTERS APPEARS TO BE IN BIG TROUBLE!

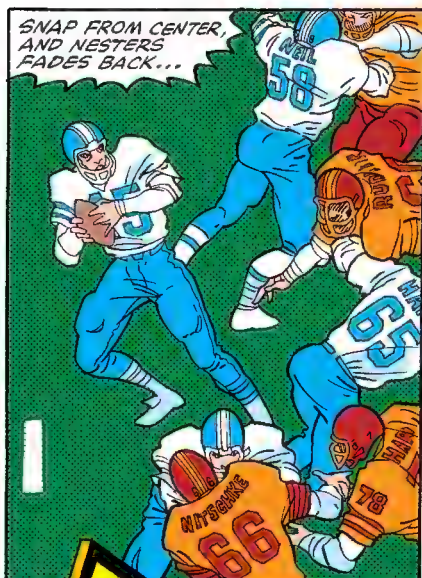
HE'S SCRAMBLING-- TRYING TO AVOID THE BLITZ-- BUT HE CAN'T FIND AN OPEN RECEIVER!



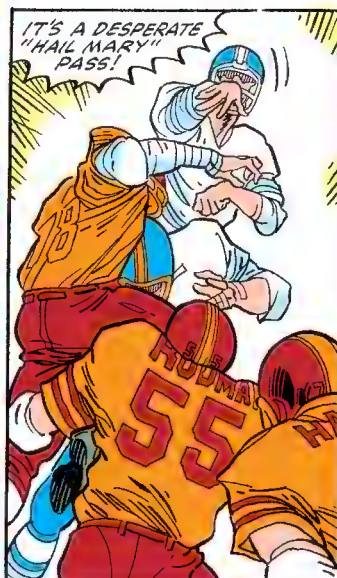




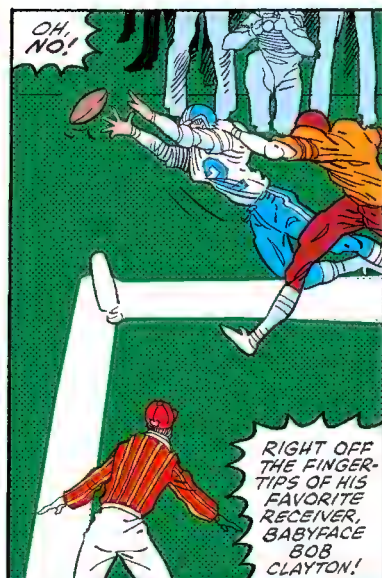




SNAP FROM CENTER,  
AND NESTERS  
FADES BACK...

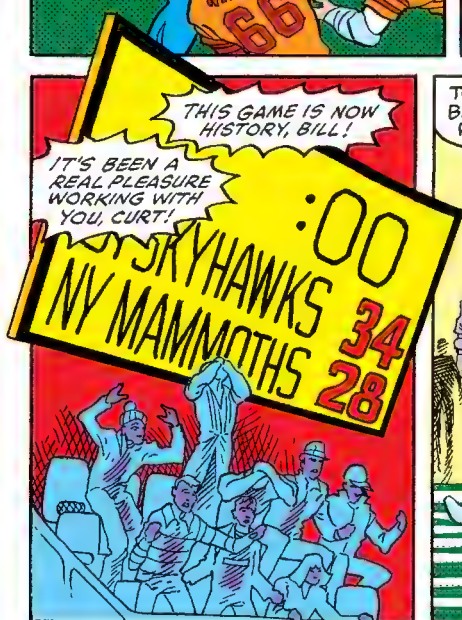


IT'S A DESPERATE  
"HAIL MARY"  
PASS!



OH,  
NO!

RIGHT OFF  
THE FINGER-  
TIPS OF HIS  
FAVORITE  
RECEIVER,  
BABYFACE  
BOB  
CLAYTON!

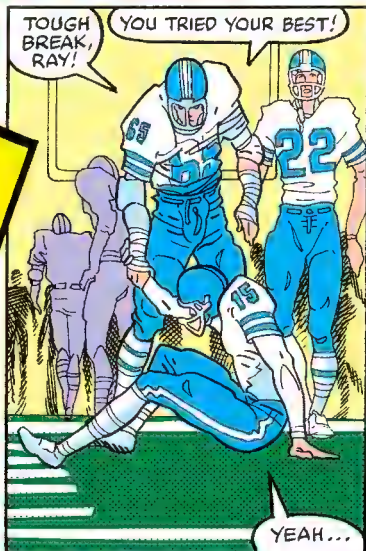


THIS GAME IS NOW  
HISTORY, BILL!

IT'S BEEN A  
REAL PLEASURE  
WORKING WITH  
YOU, CURT!

00:00

SKYHAWKS 34  
NY MAMMOTHS 28



TOUGH  
BREAK,  
RAY!

YOU TRIED YOUR BEST!

YEAH...



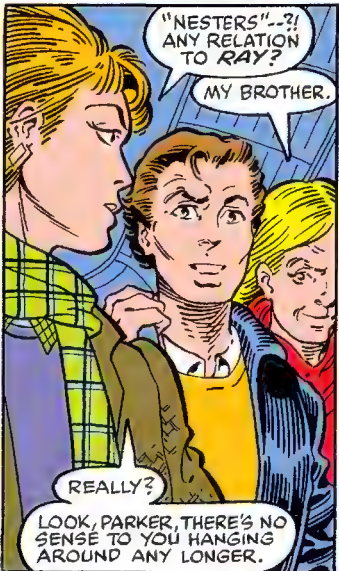
...MY  
BEST.



I CAN'T BELIEVE THAT GAME!  
WE SHOULD HAVE MURDERED  
THE SKYHAWKS!

WHO'S YOUR  
FRIEND,  
PARKER?

A FORMER STUDENT OF MINE...  
TONY NESTERS.



"NESTERS" --?!  
ANY RELATION  
TO RAY?

MY BROTHER.

REALLY?

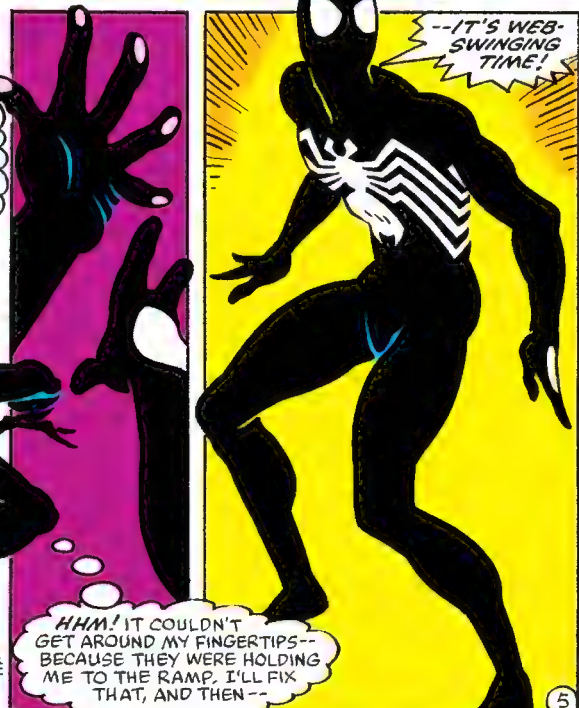
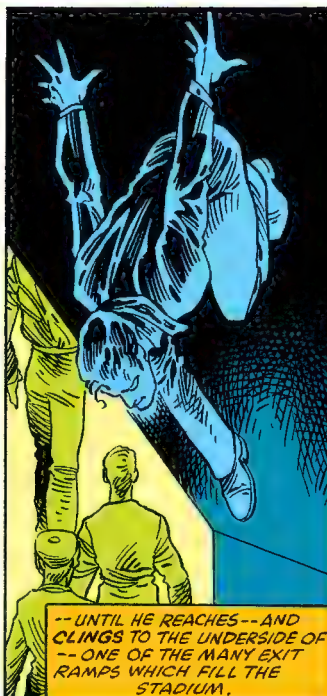
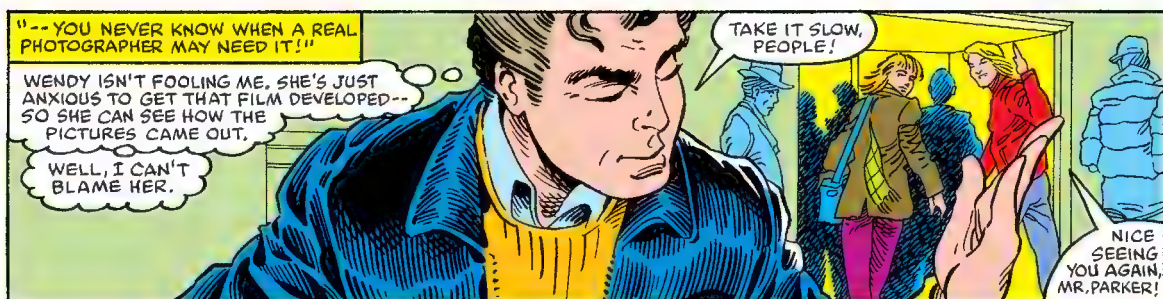
LOOK, PARKER, THERE'S NO  
SENSE TO YOU HANGING  
AROUND ANY LONGER.



I'M OFF TO THE LOCKER  
ROOM WITH TONY HERE--  
FOR SOME POST-GAME  
INTERVIEWS.

I'LL EVEN SAVE  
YOU A TRIP,  
AND RETURN  
THIS CAMERA  
TO THE BUGLE  
FOR YOU--







MOMENTS LATER, THOSE FOOTBALL FANS STILL TRAPPED WITHIN THE GRIDLOCK WHICH ATTENDS THE CONCLUSION OF MOST SPORTING EVENTS--

--ARE TREATED TO AN EXHIBITION OF SPEED AND AGILITY FAR GREATER THAN ANY EVER WITNESSED ON A PLAYING FIELD...

I STILL HAVE SO MUCH TO LEARN ABOUT THIS COSTUME. I DON'T EVEN KNOW WHERE ITS WEBBING COMES FROM.

I'M NOT WEARING WEB-SHOOTERS, BUT WEBBING'S THERE WHEN I NEED IT!

PWIP

REED RICHARDS, THE LEADER OF THE FANTASTIC FOUR, VOLUNTEERED TO EXAMINE EVERYTHING FOR ME-- BUT I HAVEN'T HAD THE TIME TO DROP IN ON HIM!

WH-WHO IS THAT GUY?!

DON'T ASK ME!

THEY DON'T REALIZE I'M SPIDER-MAN!

HA! I HAVEN'T FELT THIS ANONYMOUS--

-- SINCE I FIRST GOT MY POWERS...

I STILL REMEMBER HOW I TRIED TO CASH IN ON THEM.

I WAS GOING TO STRIKE IT RICH IN SHOW BUSINESS.

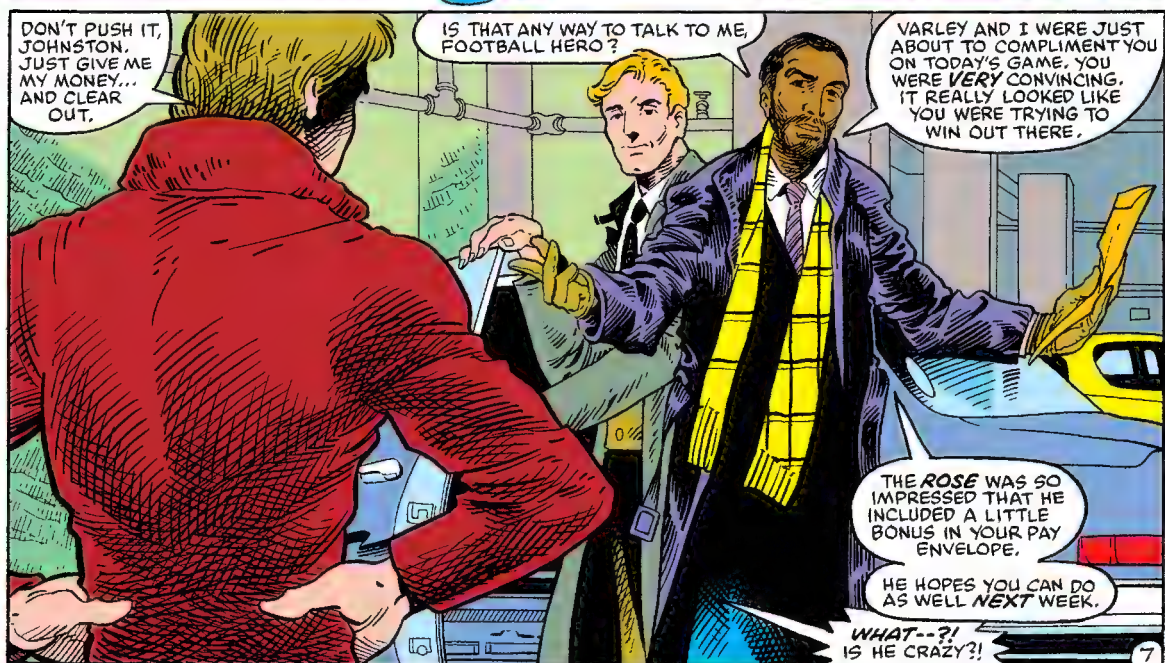
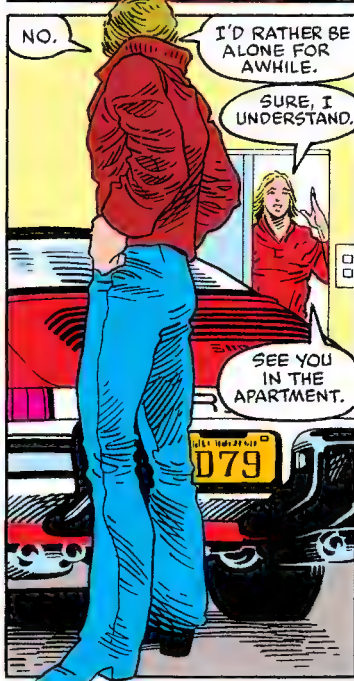
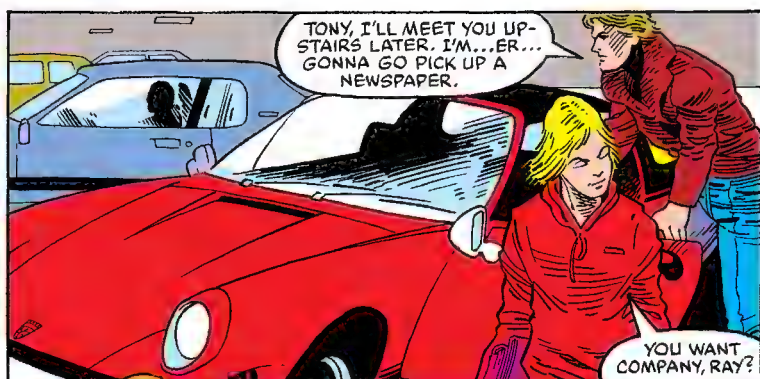
BUT THEN, BECAUSE I HAD FAILED TO ACT AS SPIDER-MAN, MY UNCLE BEN WAS MURDERED BY A BURGLAR.

THAT'S WHEN I FIRST LEARNED THAT WITH GREAT POWER, COMES GREAT RESPONSIBILITY.

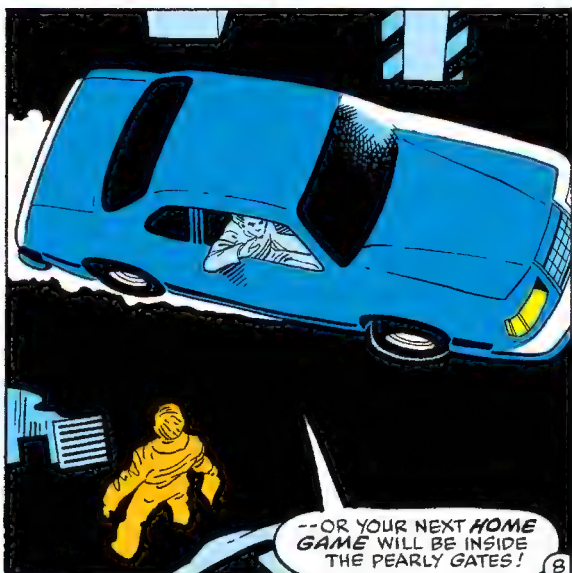
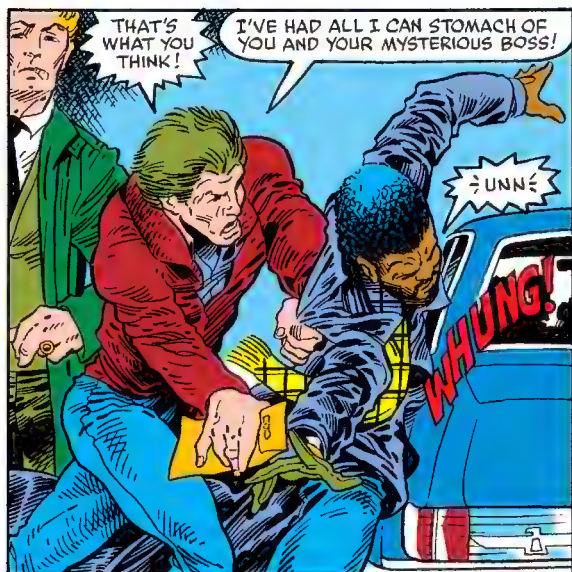
IF ONLY I HAD BEEN THERE TO SAVE MY UNCLE BEN, MY WHOLE LIFE WOULD HAVE TURNED OUT SO DIFFERENT...

...SO VERY DIFFERENT!

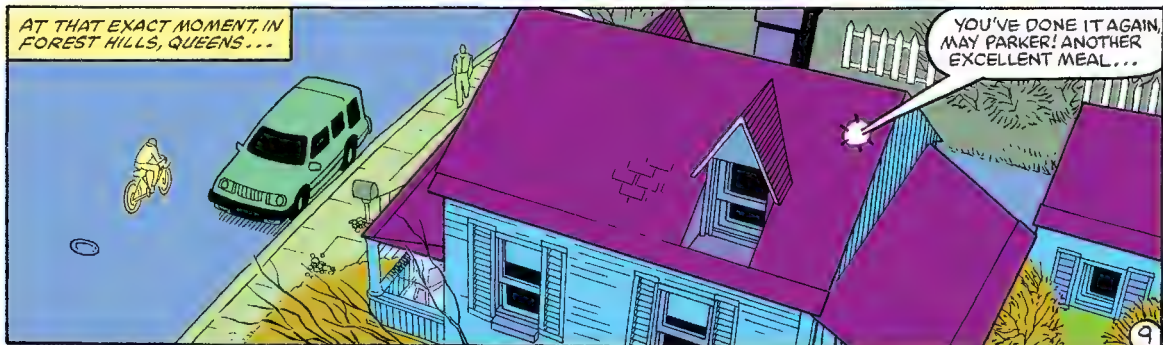
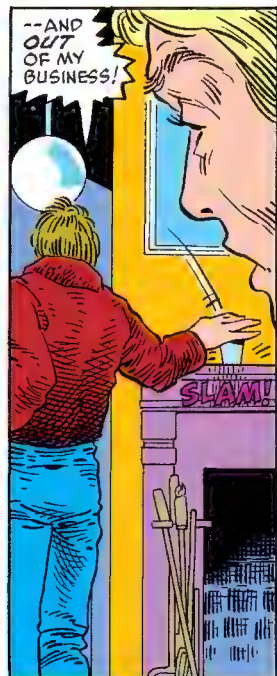
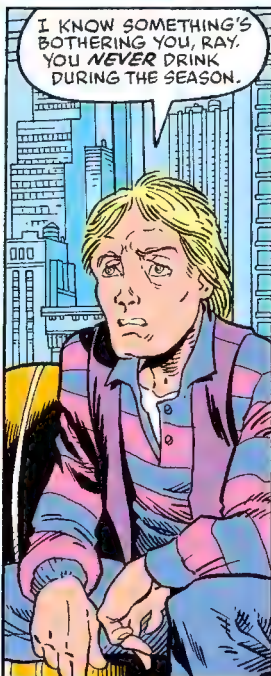
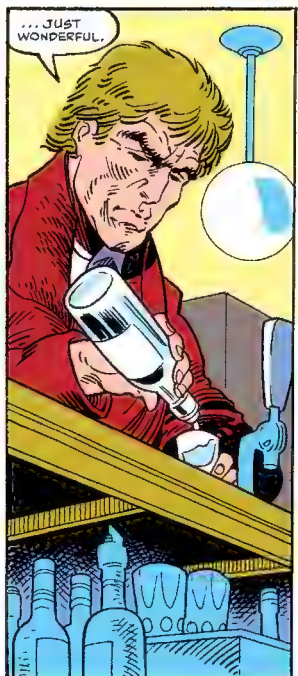
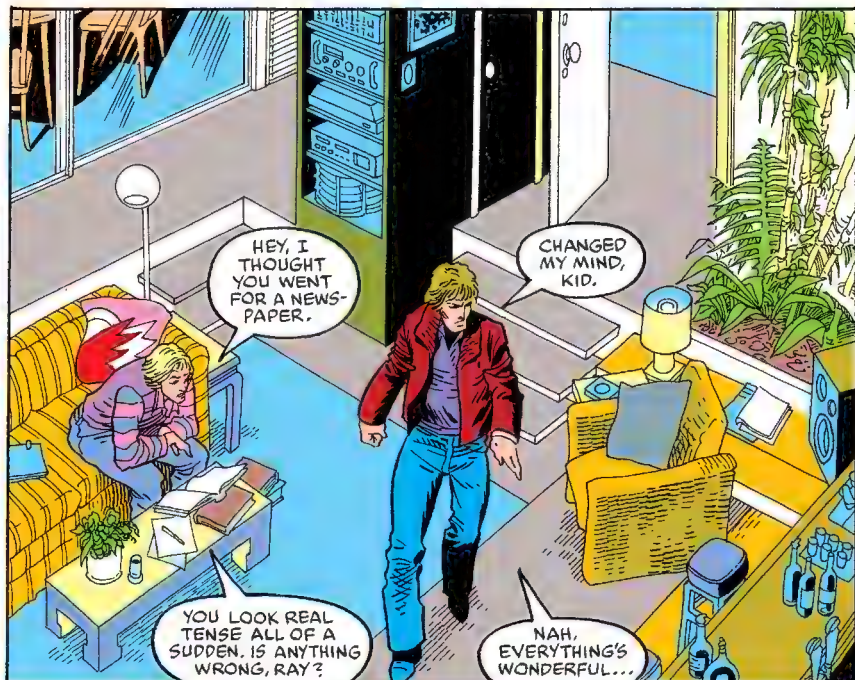
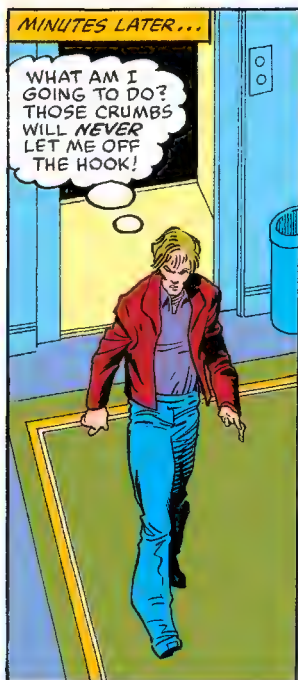




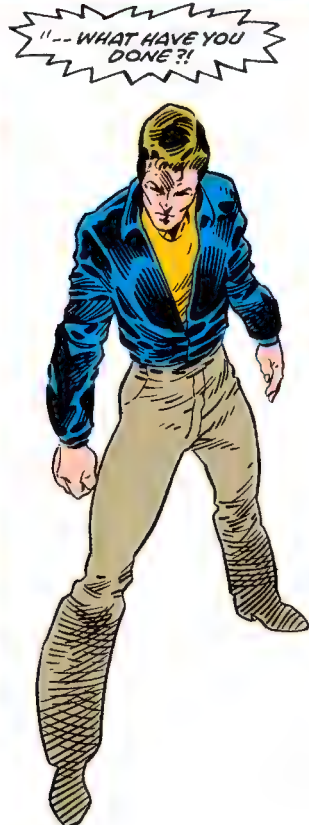
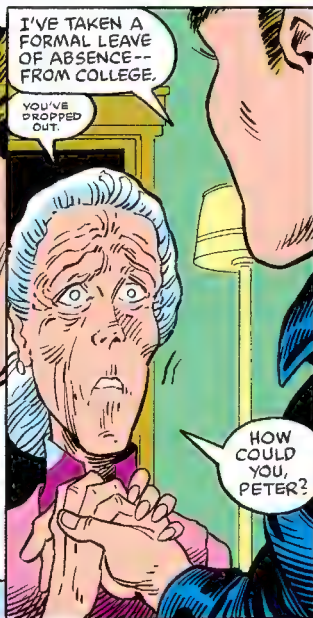
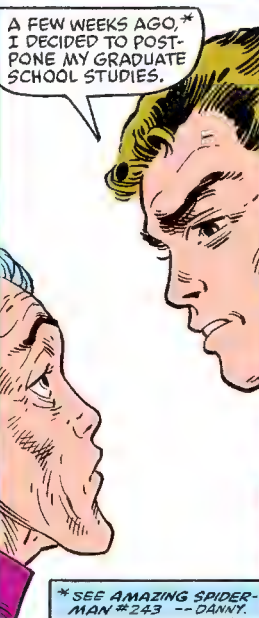
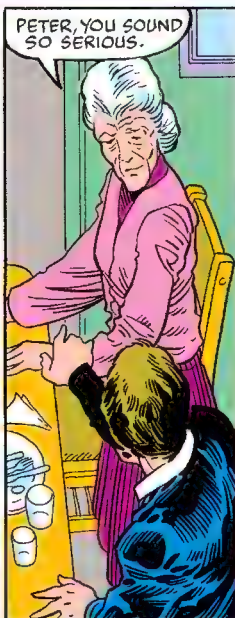














LATER...

CAN'T GET AUNT MAY'S REACTION OUT OF MY MIND!

SHE'S USUALLY SO SUPPORTIVE! GUESS I JUST ASSUMED SHE'D ACCEPT MY DECISION TO QUIT SCHOOL AT FACE VALUE.

I NEVER REALIZED HOW MUCH MY COLLEGE EDUCATION MEANT TO HER!

I'VE REALLY BEEN MAKING A MESS OUT OF MY LIFE LATELY. EVEN MY RELATIONSHIP WITH THE **BLACK CAT** SEEMS TO BE GOING SOUR!

I KNOW THAT FELICIA HAS BEEN HIDING SOMETHING FROM ME\*-- BUT WHAT IS IT?!

\*SEE RECENT ISSUES OF SPECTACULAR SPIDER-MAN FOR DETAILS-- DANNY.

ELSEWHERE...

BUT, BOSS...

THAT'S QUITE ENOUGH, MR. JOHNSTON. YOU NEEDN'T CONCERN YOURSELF WITH MR. NESTERS ANY LONGER.

HE SHALL DO AS **THE ROSE** COMMANDS, OR HE SHALL FACE THE CONSEQUENCES--

-- AND THEY ARE MOST DIRE, INDEED.

TUESDAY MORNING...

THIS COULD BE OUR YEAR, RAY! I'M SURE OF IT! YOU'VE JUST GOT TO PUT LAST SUNDAY'S DEFEAT BEHIND YOU!

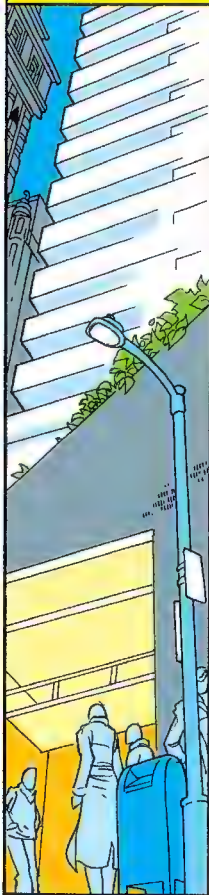
I WANT TO SEE A GREAT PRACTICE TODAY.

I'M COUNTING ON YOU TO TAKE THIS TEAM THROUGH THE PLAYOFFS, AND ALL THE WAY TO THE SUPER BOWL!

YEAH, COACH... ...I KNOW.

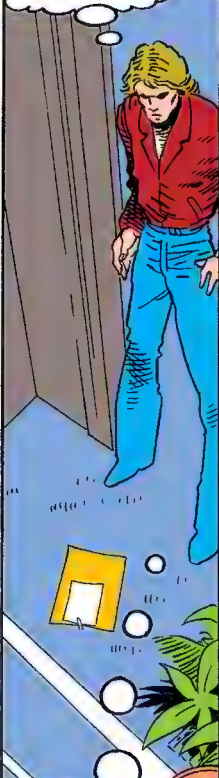


MUCH LATER, AFTER  
A GRUELING FIVE  
HOURS ON THE  
GRIDIRON--



--RAY NESTERS RE-  
TURNS HOME TO FIND...

AN ENVELOPE!



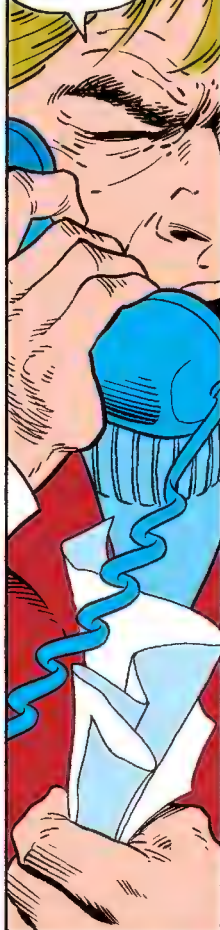
SOMEONE MUST  
HAVE SHOVED IT  
UNDER MY APART-  
MENT DOOR--  
BUT WHO?!



RINGGG!

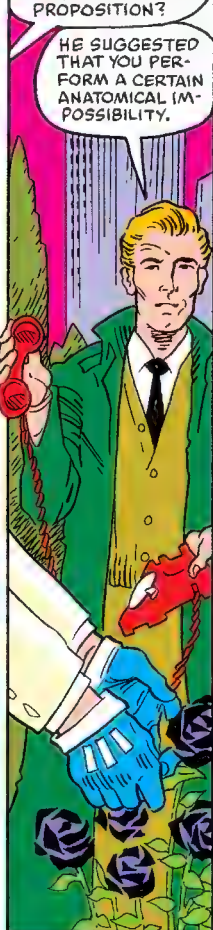
you must  
lose this  
Sunday...by  
a score of  
six points or  
more. Consider  
the enclosed  
an advance.  
warmest regards,  
*[Signature]*

YEAH, THIS IS  
NESTERS.



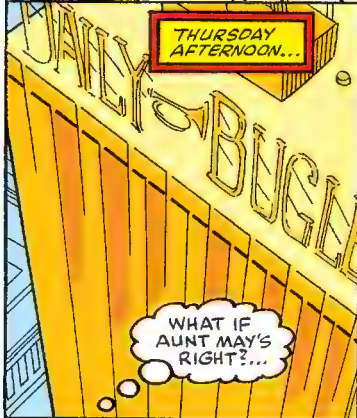
HOW DID MR. NESTERS  
REACT TO OUR LATEST  
PROPOSITION?

HE SUGGESTED  
THAT YOU PER-  
FORM A CERTAIN  
ANATOMICAL IM-  
POSSIBILITY.



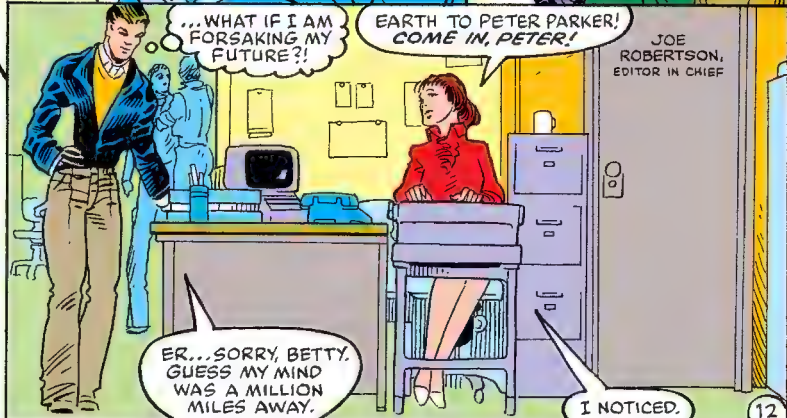
THAT'S A PITY,  
MR. VARLEY.

I WAS TRULY HOPING THAT HE  
WOULD SEE THE LIGHT OF REASON...  
BEFORE YOU AND MR. JOHNSTON  
WERE FORCED TO RESORT  
TO VIOLENCE.



THURSDAY  
AFTERNOON...

WHAT IF  
AUNT MAY'S  
RIGHT?...



...WHAT IF I AM  
FORSAKING MY  
FUTURE?!

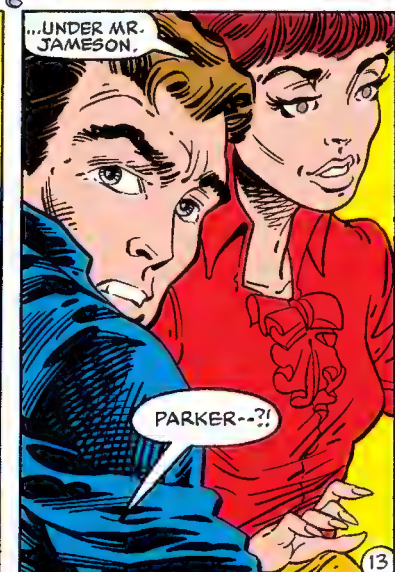
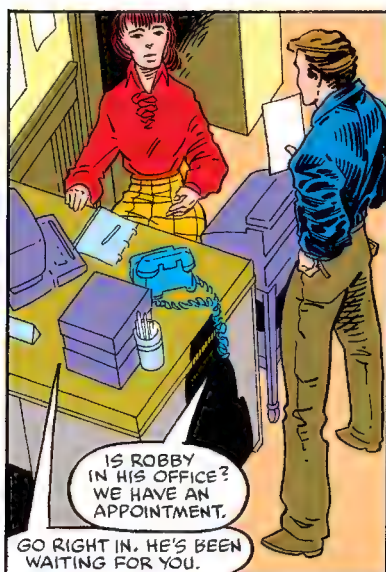
EARTH TO PETER PARKER!  
COME IN, PETER!

JOE  
ROBERTSON,  
EDITOR IN CHIEF

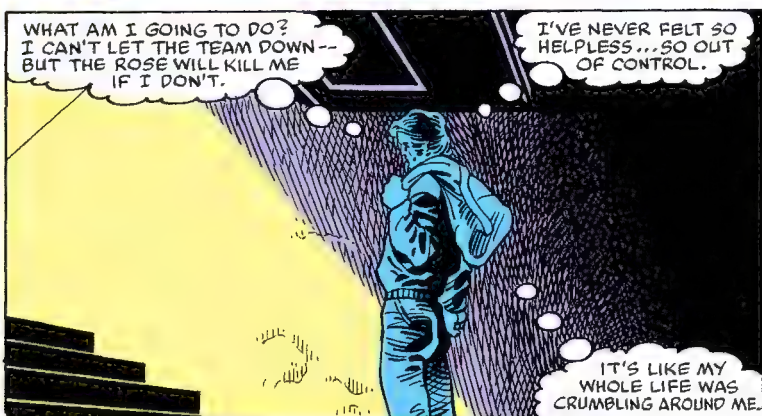
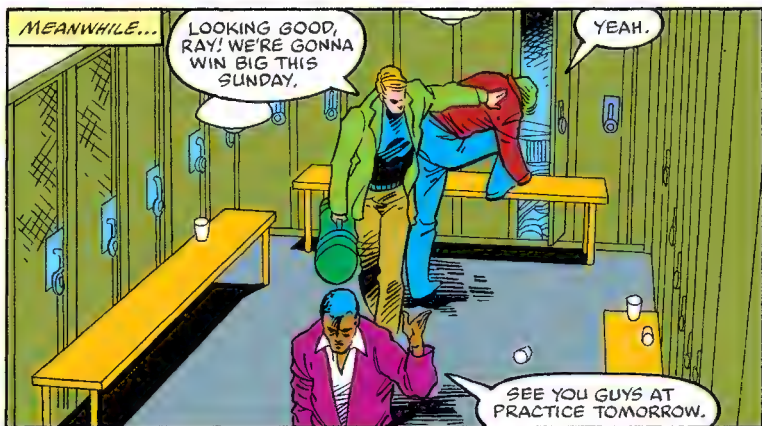
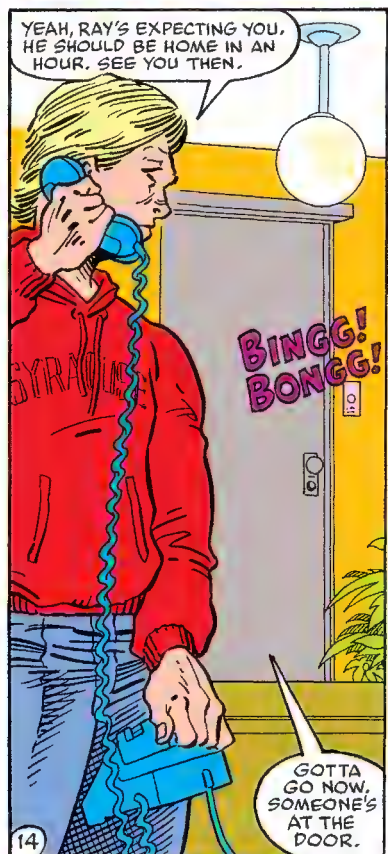
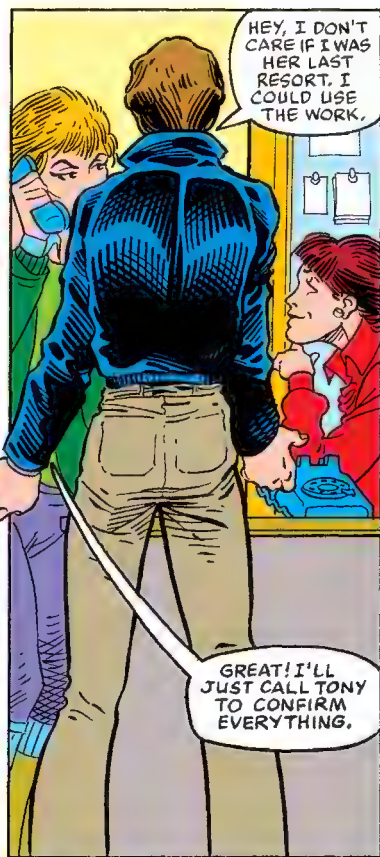
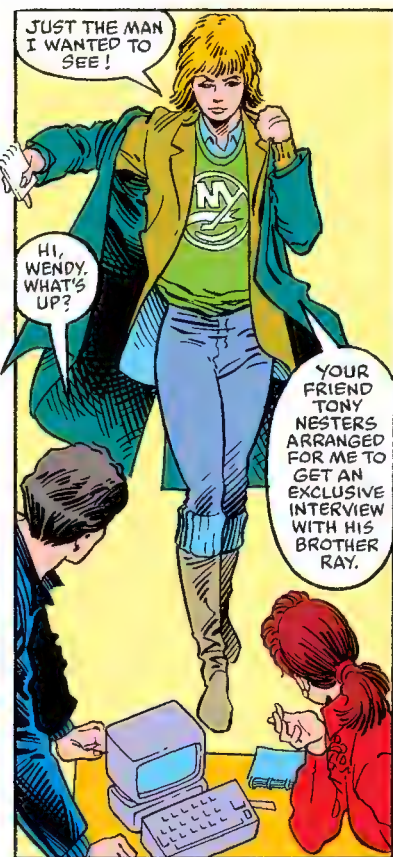
ER... SORRY, BETTY.  
GUESS MY MIND  
WAS A MILLION  
MILES AWAY.

I NOTICED.

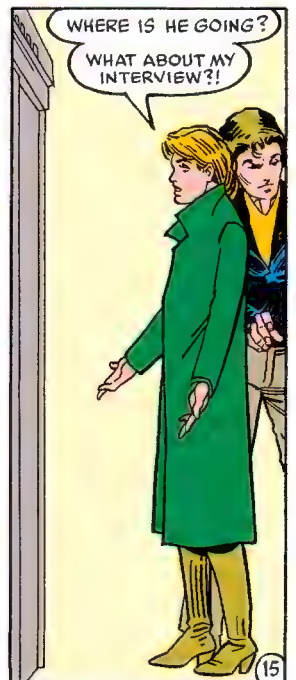
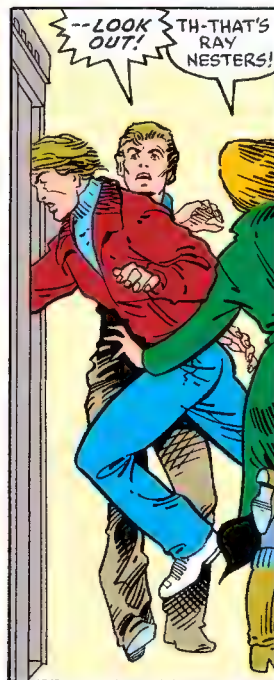
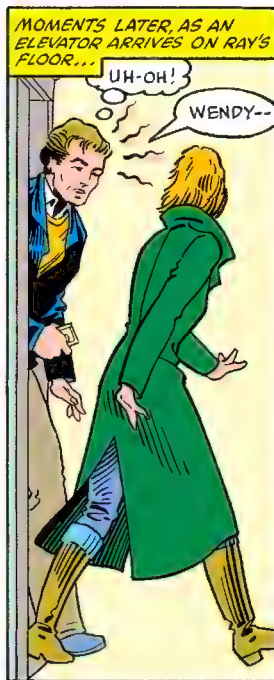
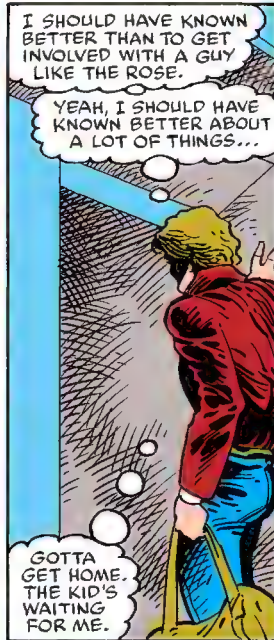
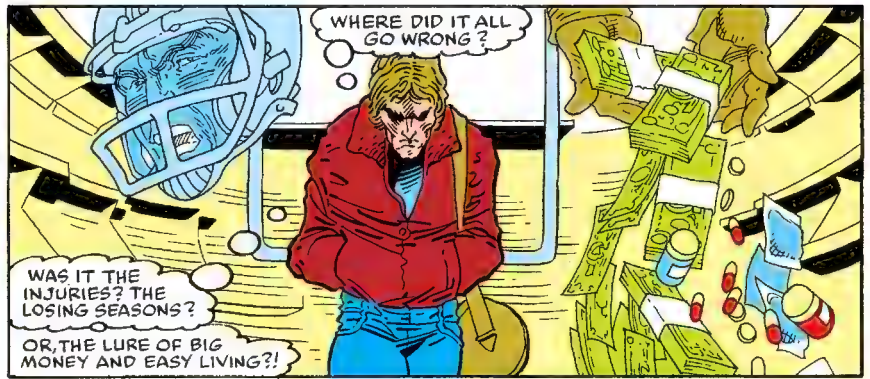












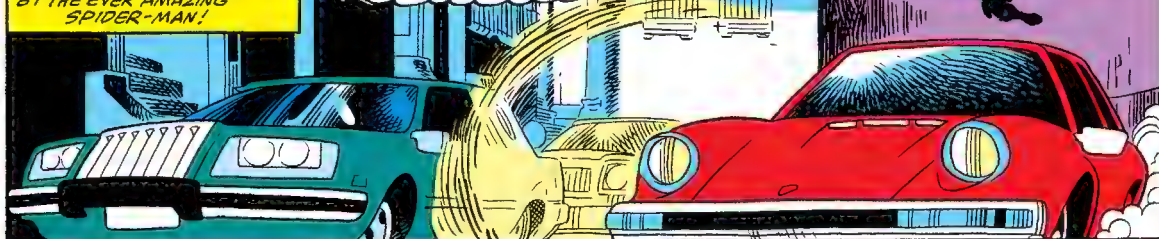




JUST THEN, ON THE STREET BELOW, RAY NESTERS' 911 CABRIO ROCKETS FORWARD, CLOSELY FOLLOWED BY THE EVER AMAZING SPIDER-MAN!

MY COSTUME MANAGED TO CHANGE ITS APPEARANCE WHILE I WAS STILL CRAWLING DOWN THE SIDE OF NESTERS' BUILDING!

THERE HE GOES NOW!

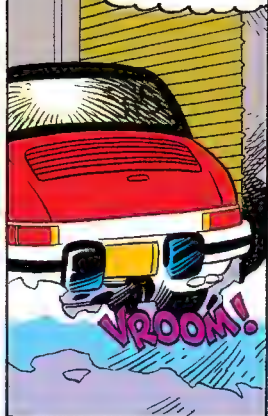


SWINGING FROM BUILDING TO BUILDING ON HIS INCREDIBLE WEB-LINE, SPIDER-MAN EASILY KEEPS PACE WITH THE SPEEDING CAR.

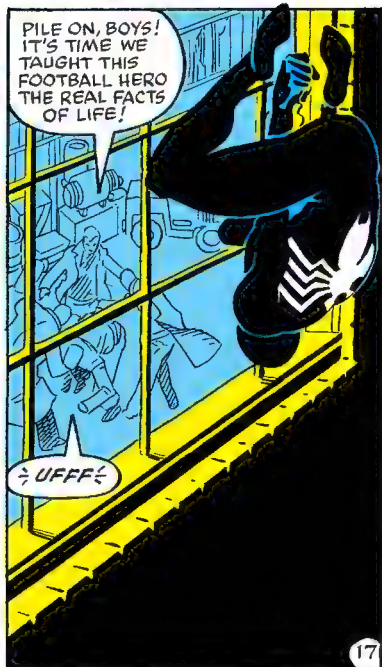
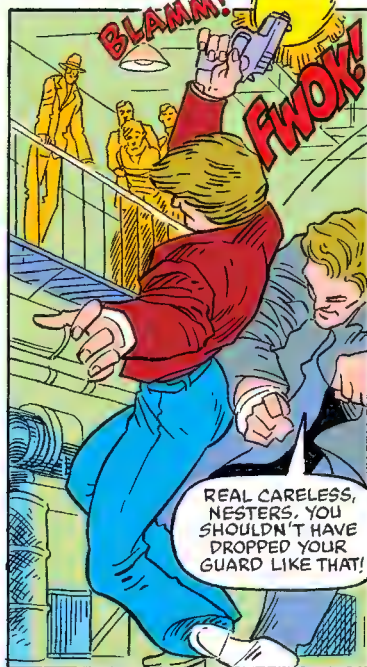
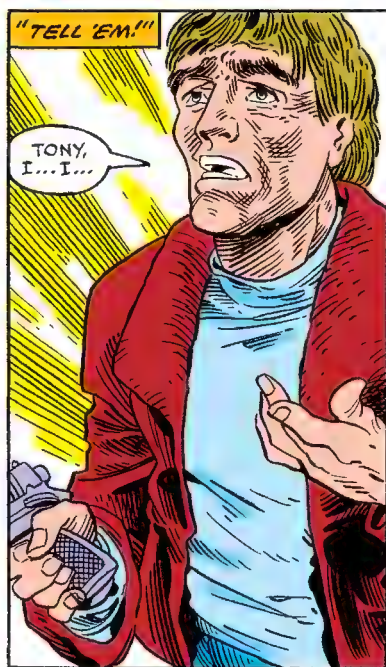
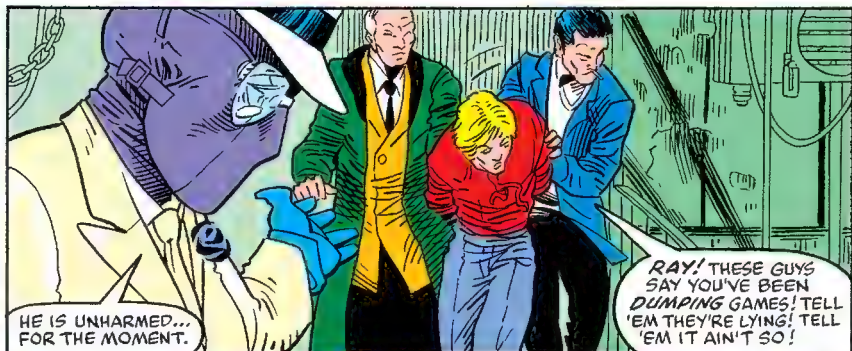
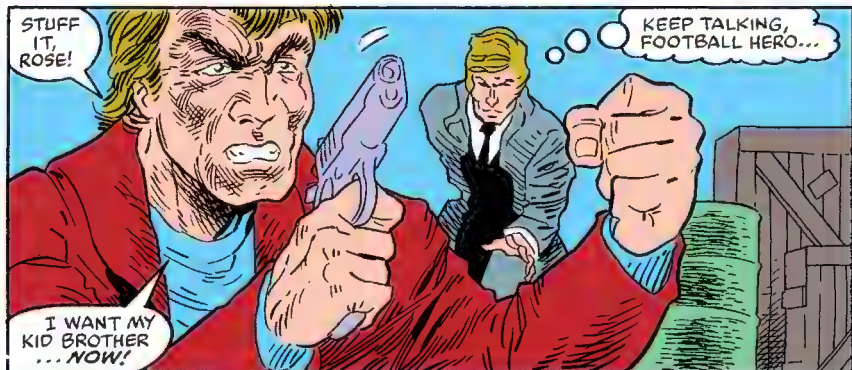
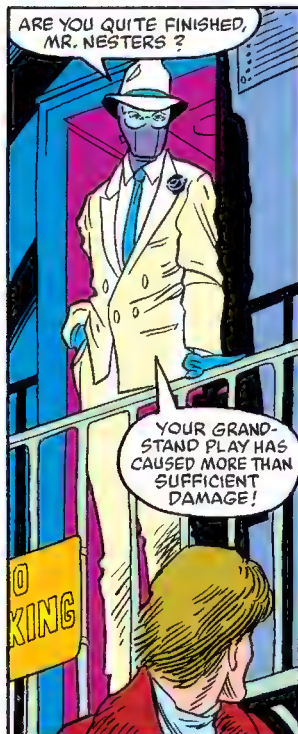
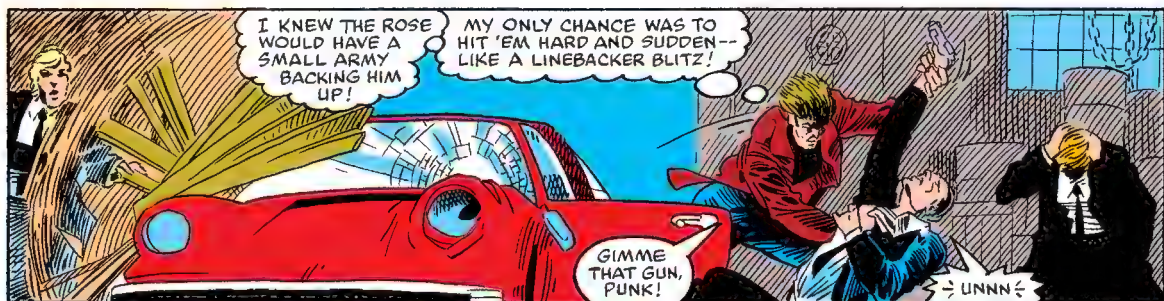
SOON...

WHAT'S HE UP TO?!

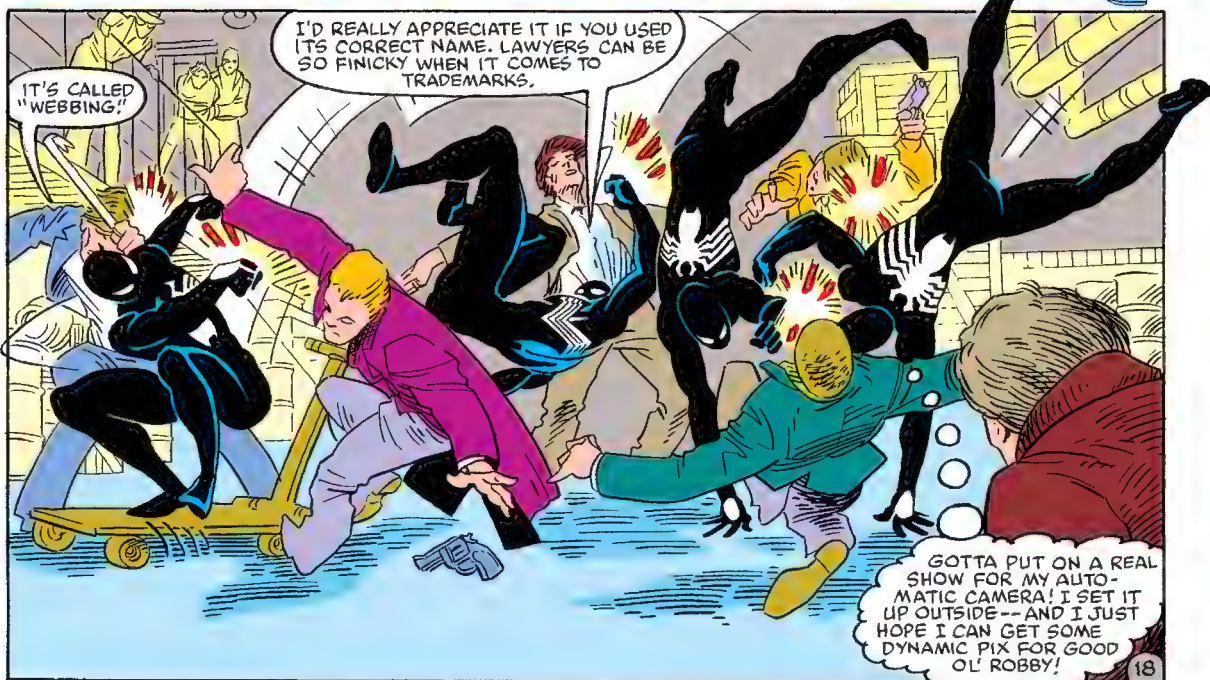
HE'S AIMING HIS CAR FOR THIS BUILDING-- BUT HE'S NOT SLOWING DOWN-- NOT STOPPING!



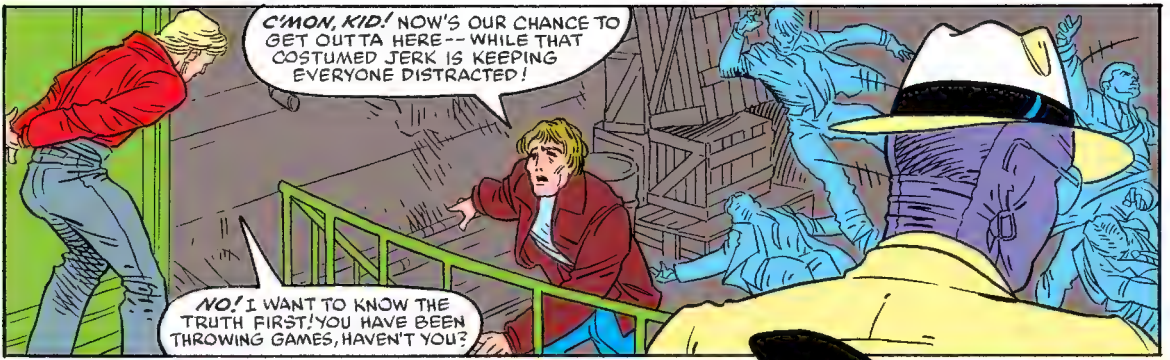












C'MON, KID! NOW'S OUR CHANCE TO GET OUTTA HERE-- WHILE THAT COSTUMED JERK IS KEEPING EVERYONE DISTRACTED!

NO! I WANT TO KNOW THE TRUTH FIRST! YOU HAVE BEEN THROWING GAMES, HAVEN'T YOU?

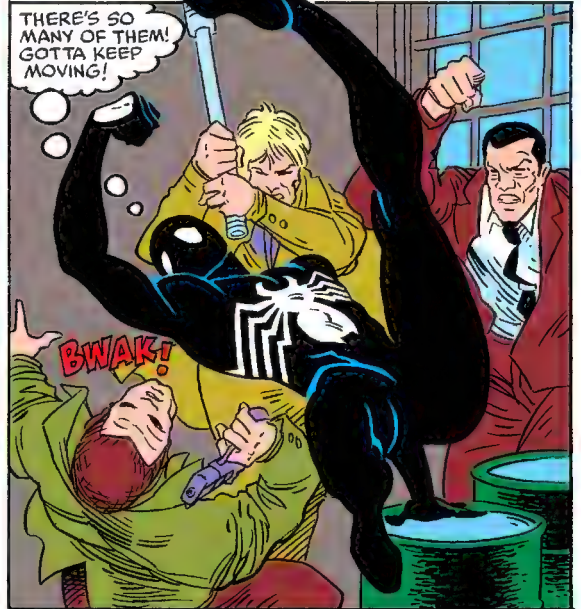


HAVEN'T YOU?!

KID, THIS AIN'T THE TIME OR THE PLACE...

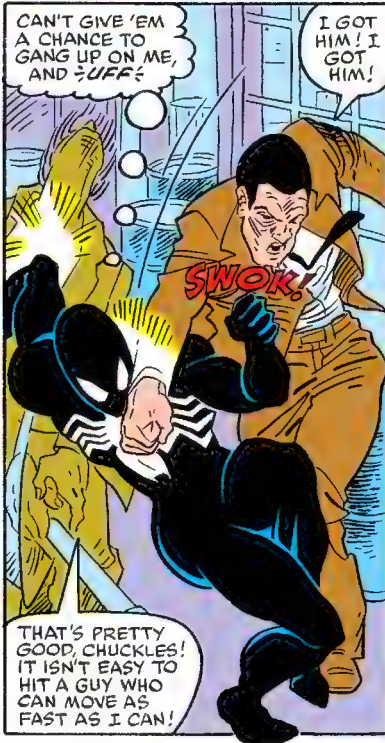


HOW COULD YOU, RAY? HOW COULD YOU TURN YOUR BACK ON THE GAME-- ON YOURSELF?!



THERE'S SO MANY OF THEM! GOTTA KEEP MOVING!

BWAK!

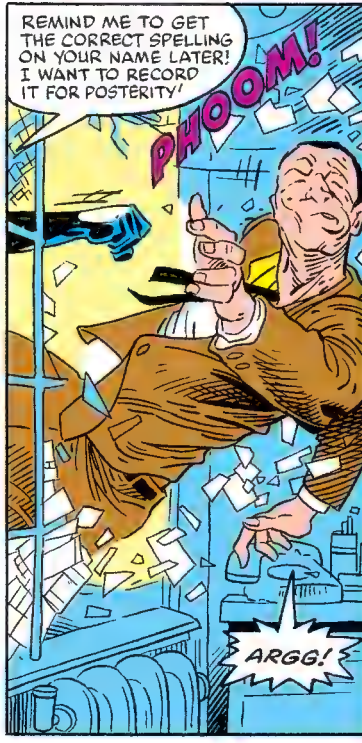


CAN'T GIVE 'EM A CHANCE TO GANG UP ON ME, AND --UFF--

I GOT HIM! I GOT HIM!

SWOK!

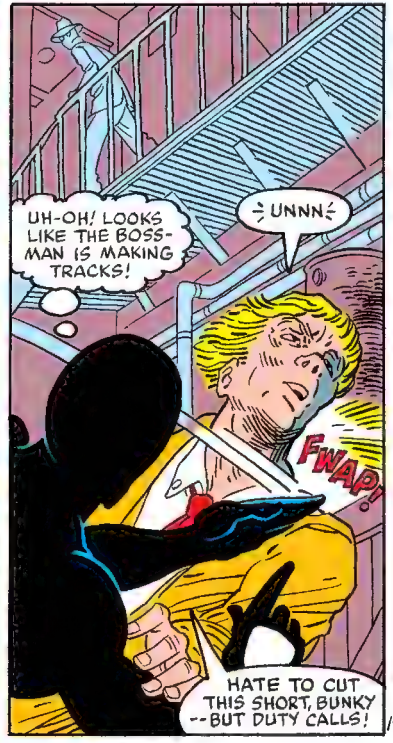
THAT'S PRETTY GOOD, CHUCKLES! IT ISN'T EASY TO HIT A GUY WHO CAN MOVE AS FAST AS I CAN!



REMIND ME TO GET THE CORRECT SPELLING ON YOUR NAME LATER! I WANT TO RECORD IT FOR POSTERITY!

PHOOM!

ARGG!



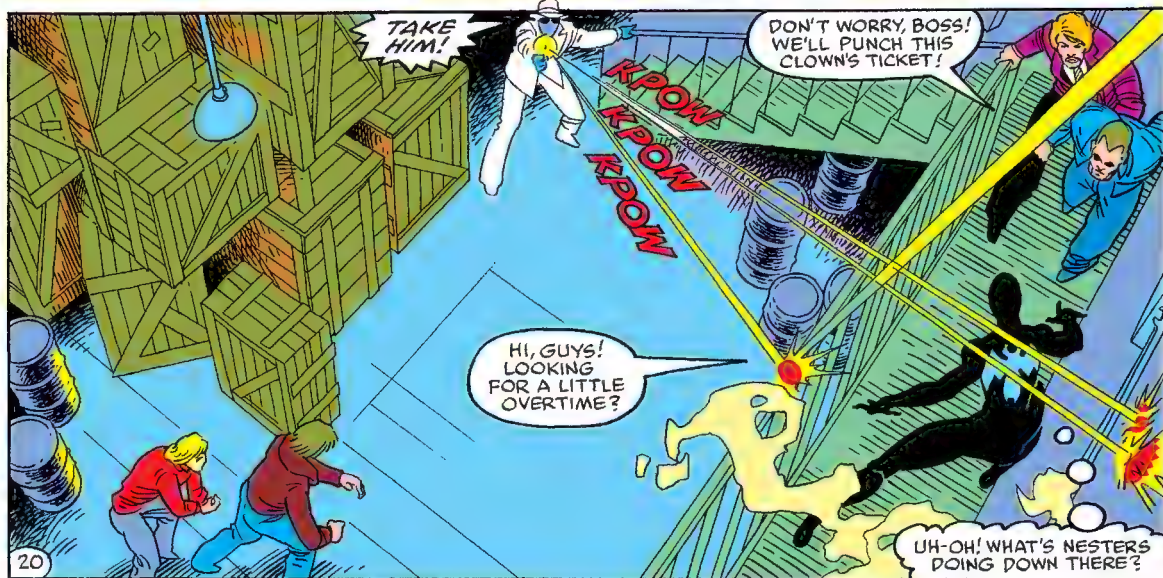
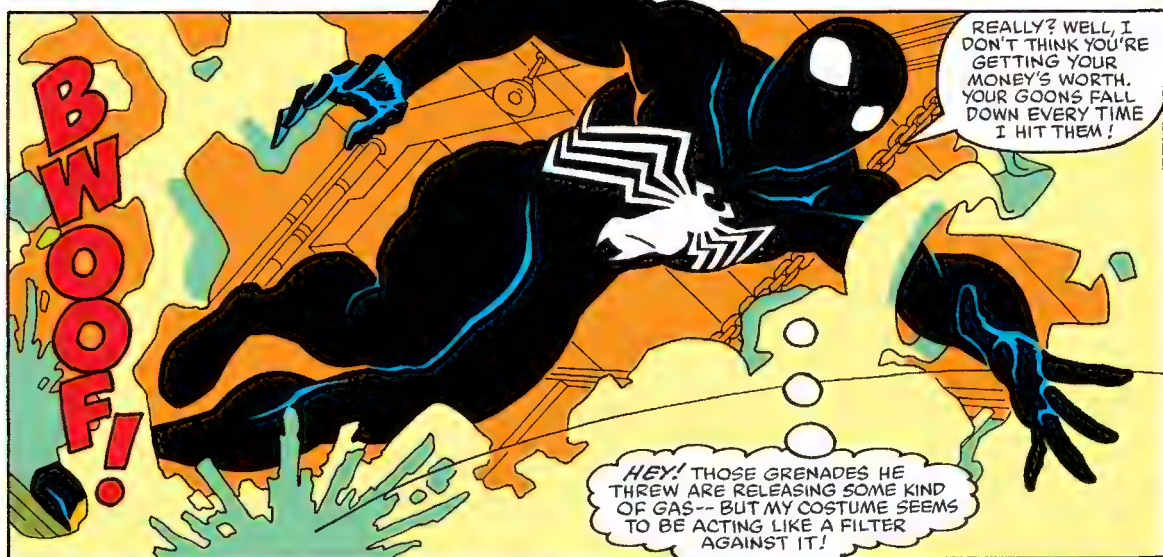
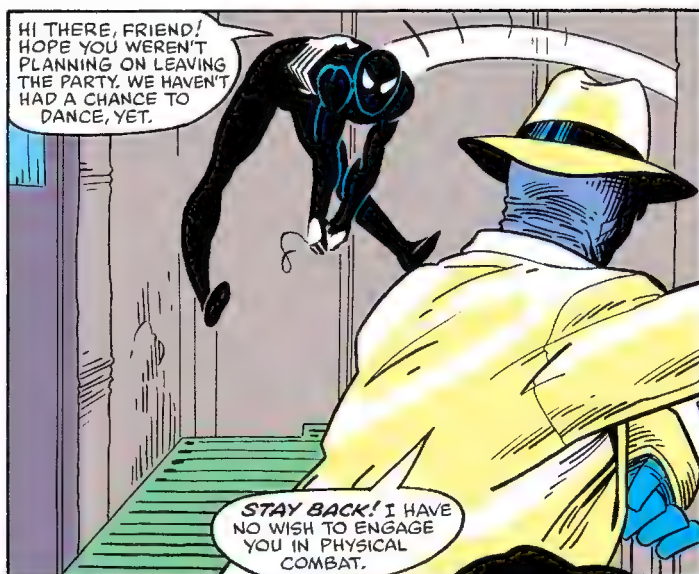
UH-OH! LOOKS LIKE THE BOSS-MAN IS MAKING TRACKS!

UNNN

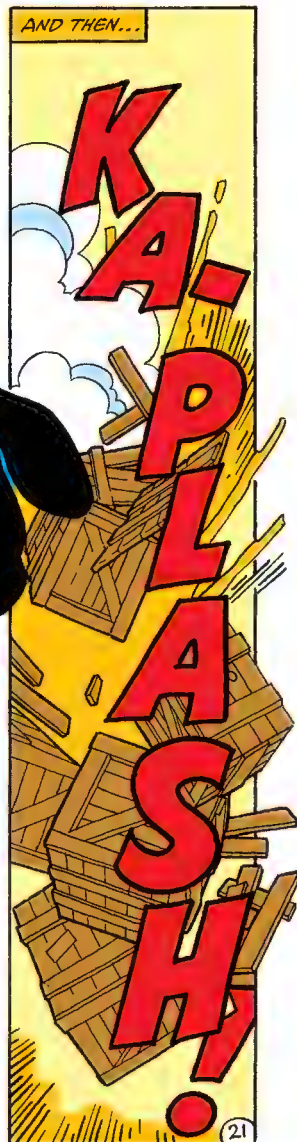
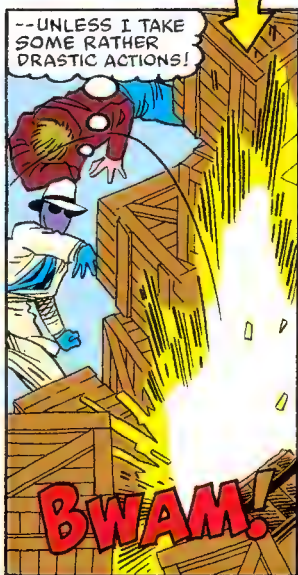
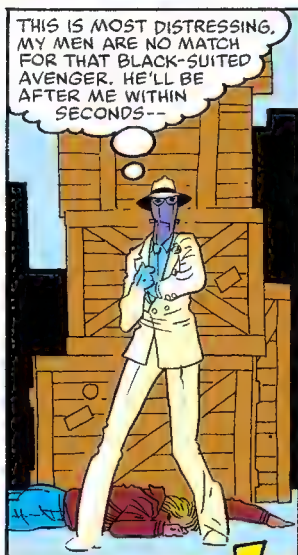
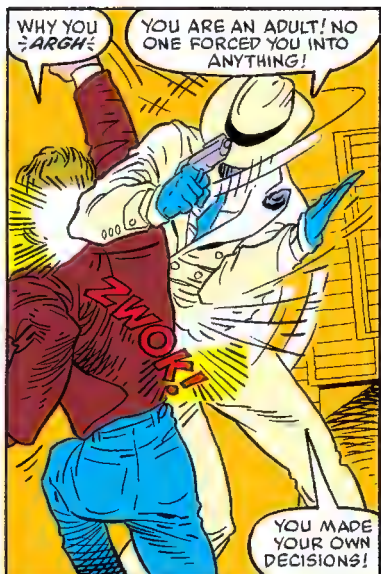
FWAP!

HATE TO CUT THIS SHORT, BUNKY --BUT DUTY CALLS!

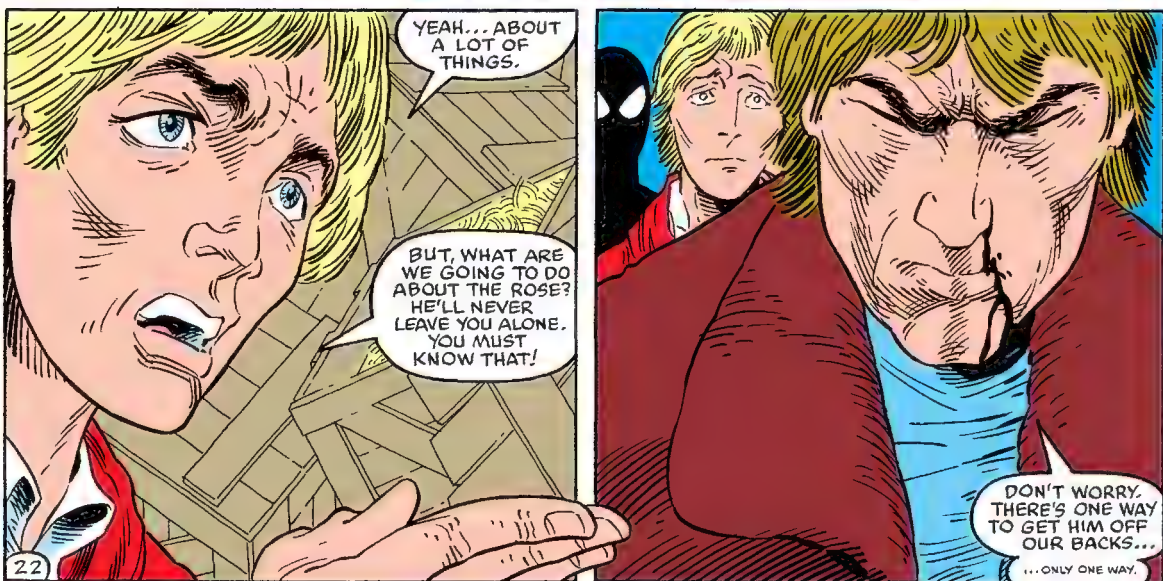
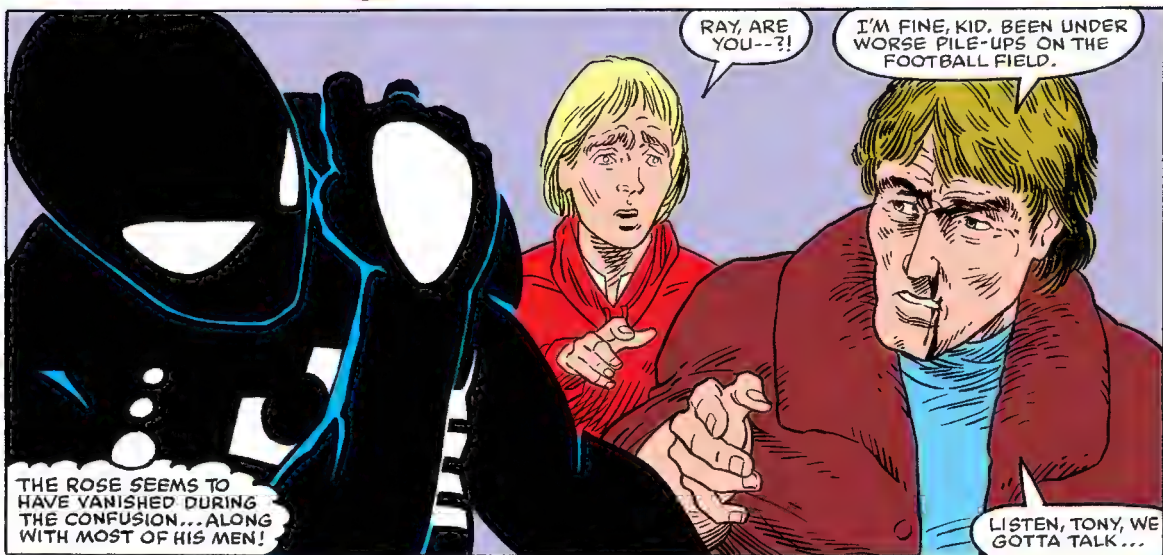
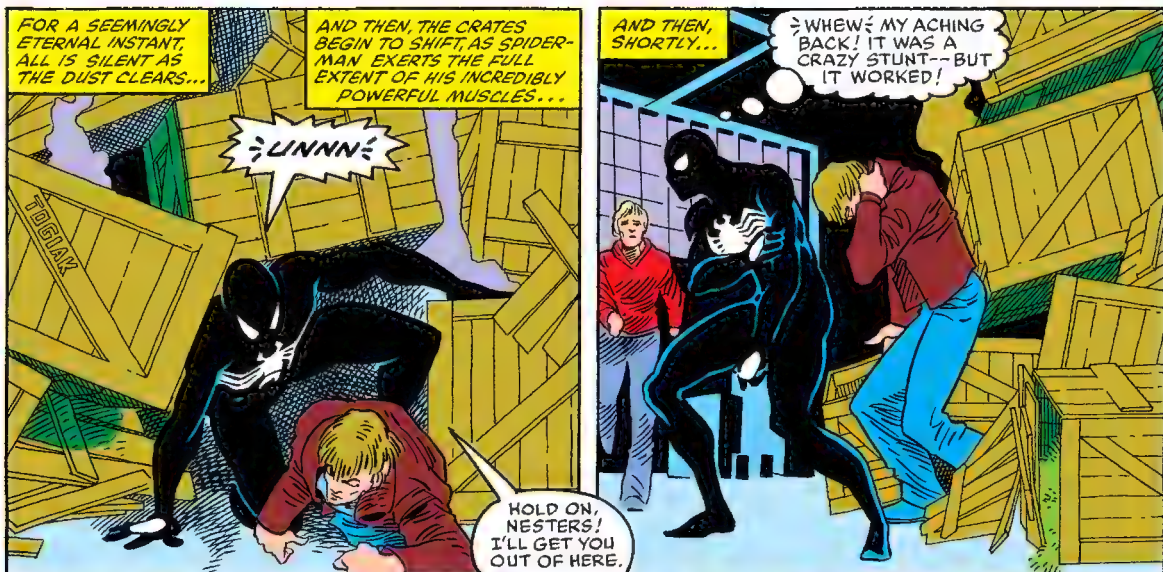














EARLY THE NEXT  
MORNING...

# SCANDAL

## NESTERS QUIT!

### Confesses Ties To Organized Crime

#### Coach, Teammates Express Shock! Playoff Hopes Dim

#### Suspended By League

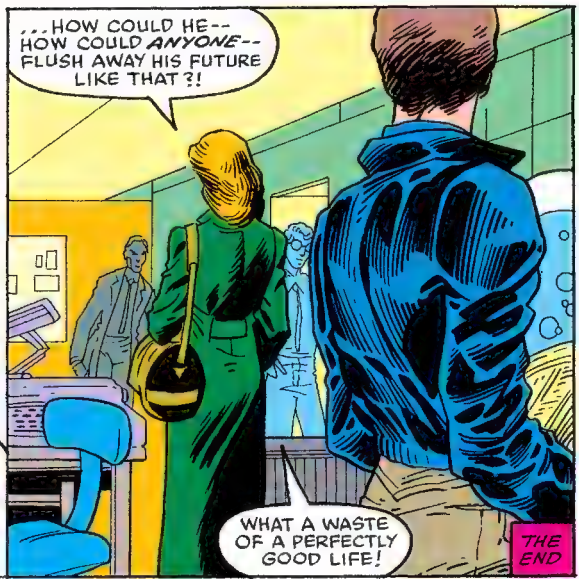
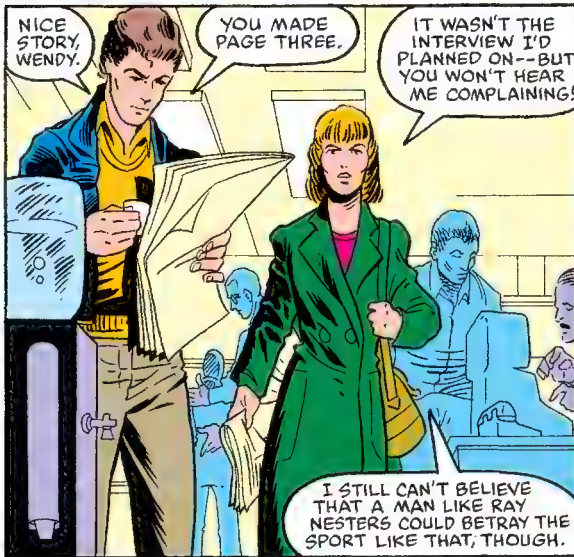
By Ben Ulrich  
The officials of the Football League reacted quickly and decisively this morning when they learned of Ray Nester's long association with organized crime. Effective immediately, Nester has been suspended without pay, pending a full investigation by the League. Nester will not be permitted to play in this Sunday game with the Redskins.

an exclusive by Wendy Thornton  
New York Mammoth Coach James Albertson expressed shock and dismay today when informed that his star quarterback, Ray Nester, had voluntarily surrendered himself to police officials this morning, revealing ties to organized gambling syndicates which reached as far back as the 1950 football play-

Mammoth Quarterback Ray Nester, accompanied by his younger brother, surrenders to authorities on the steps of Manhattan Criminal Courthouse Building.

### Austin Refuses Job.

...however, say that team did, an emergency has been reserve Stra-





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COMICS  
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# the AMAZING SPIDER-MAN®

BACK OFF,  
WALL-CRAWLER!  
THE BATTLE VAN  
IS *MINE*!

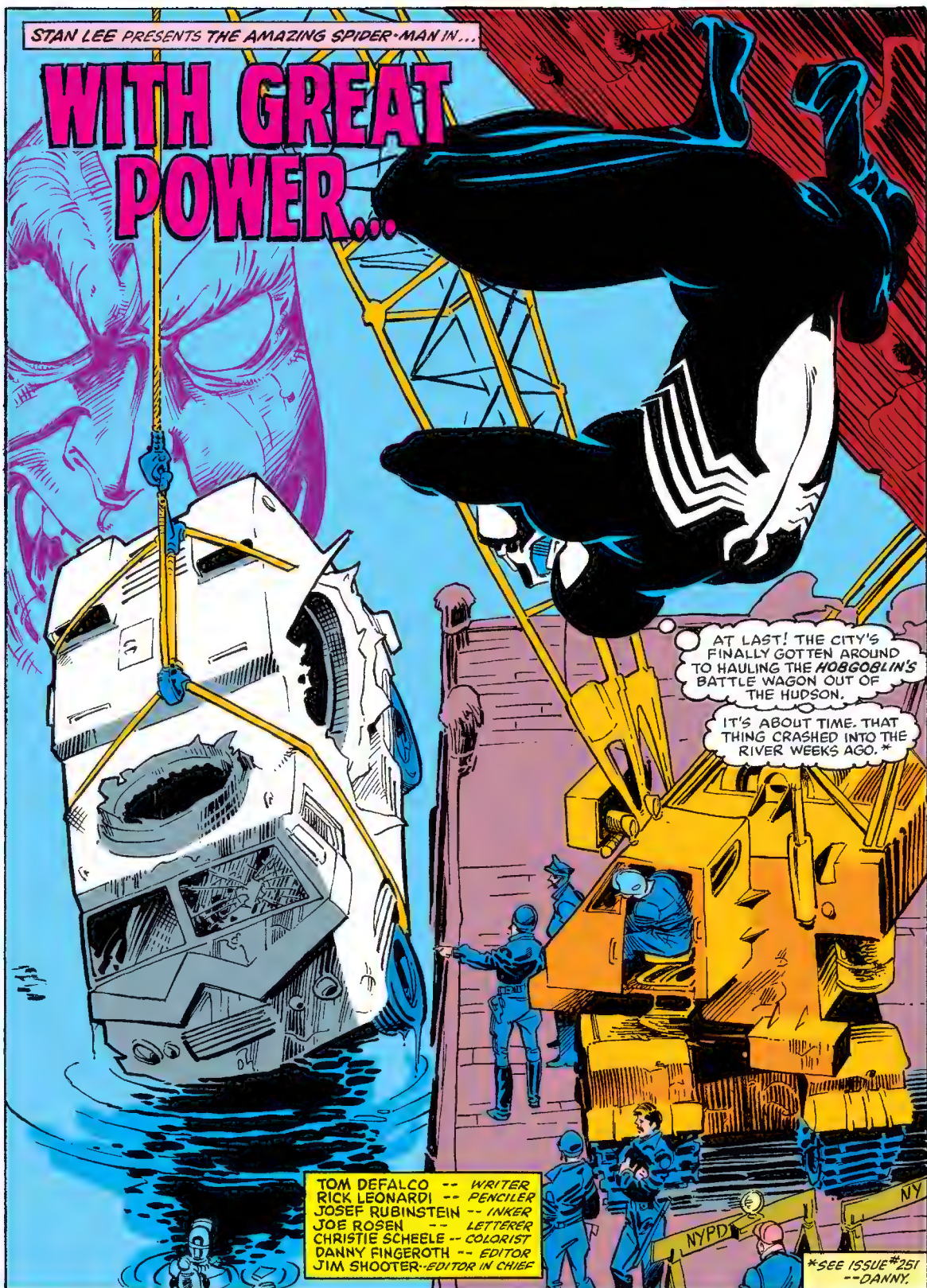
NO! NOT...  
*YOU!*

LEONARDI & RUBINSTEIN



STAN LEE PRESENTS THE AMAZING SPIDER-MAN IN...

# WITH GREAT POWER...



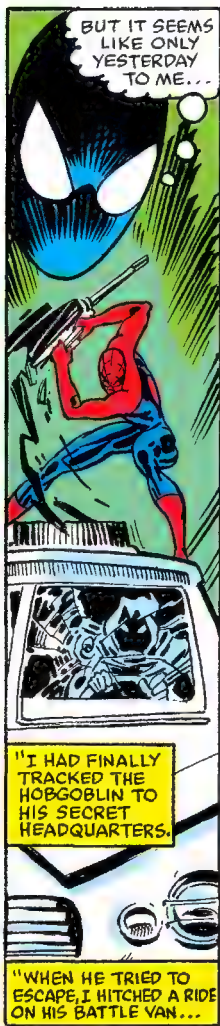
AT LAST! THE CITY'S  
FINALLY GOTTEN AROUND  
TO HAULING THE HOBGOBLIN'S  
BATTLE WAGON OUT OF  
THE HUDSON.

IT'S ABOUT TIME. THAT  
THING CRASHED INTO THE  
RIVER WEEKS AGO.

TOM DEFALCO -- WRITER  
RICK LEONARDI -- PENCILER  
JOSEF RUBINSTEIN -- INKER  
JOE ROSEN -- LETTERER  
CHRISTIE SCHEELE -- COLORIST  
DANNY FINGEROTH -- EDITOR  
JIM SHOOTER -- EDITOR IN CHIEF

\*SEE ISSUE #251  
--DANNY.

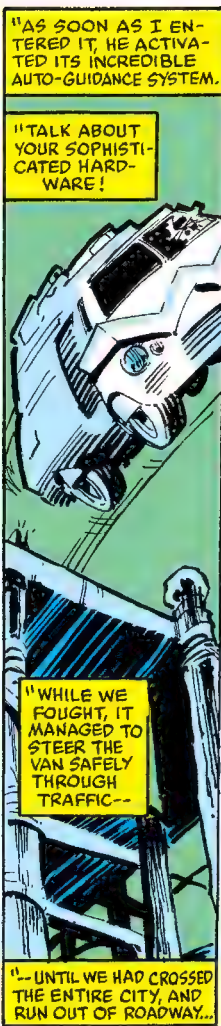




BUT IT SEEMS LIKE ONLY YESTERDAY TO ME...

"I HAD FINALLY TRACKED THE HOBGOBLIN TO HIS SECRET HEADQUARTERS.

"WHEN HE TRIED TO ESCAPE, I HITCHED A RIDE ON HIS BATTLE VAN..."

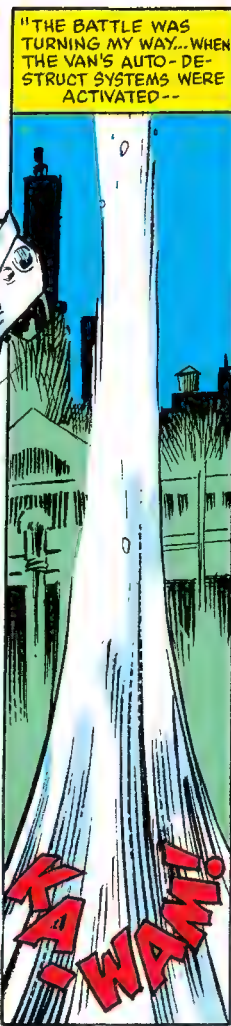


"AS SOON AS I ENTERED IT, HE ACTIVATED ITS INCREDIBLE AUTO-GUIDANCE SYSTEM.

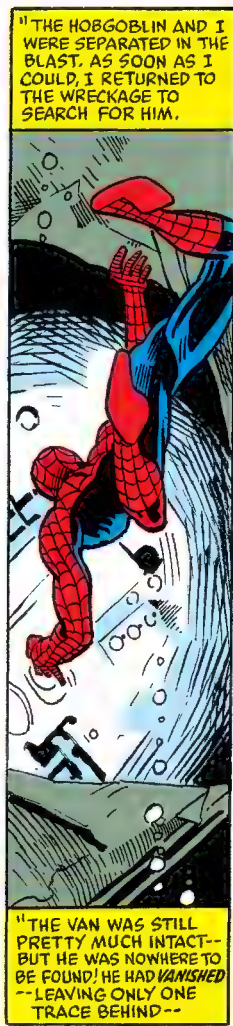
"TALK ABOUT YOUR SOPHISTICATED HARDWARE!"

"WHILE WE FOUGHT, IT MANAGED TO STEER THE VAN SAFELY THROUGH TRAFFIC--

"--UNTIL WE HAD CROSSED THE ENTIRE CITY, AND RUN OUT OF ROADWAY..."



"THE BATTLE WAS TURNING MY WAY...WHEN THE VAN'S AUTO-DESTRUCT SYSTEMS WERE ACTIVATED--

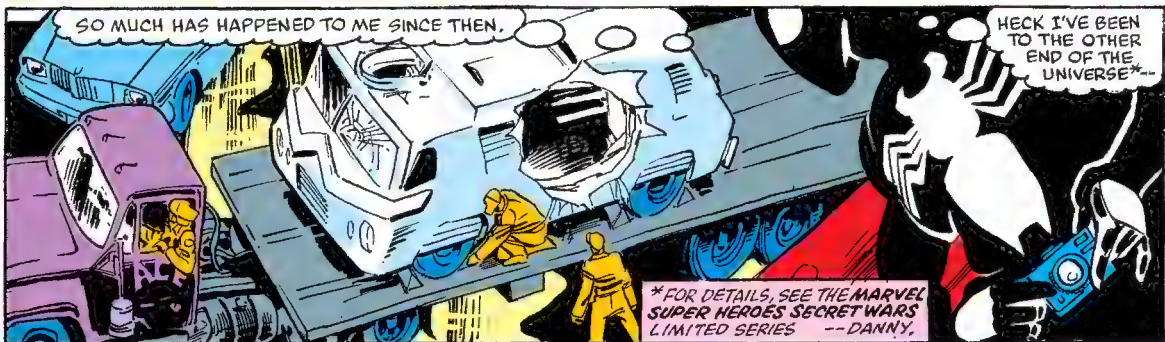


"THE HOBGOBLIN AND I WERE SEPARATED IN THE BLAST. AS SOON AS I COULD, I RETURNED TO THE WRECKAGE TO SEARCH FOR HIM.

"THE VAN WAS STILL PRETTY MUCH INTACT-- BUT HE WAS NOWHERE TO BE FOUND! HE HAD VANISHED --LEAVING ONLY ONE TRACE BEHIND--



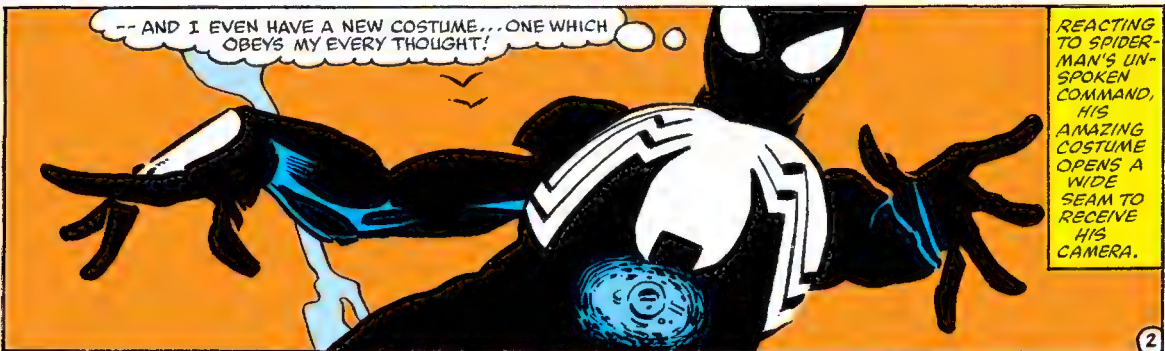
"--HIS MASK!"



SO MUCH HAS HAPPENED TO ME SINCE THEN.

HECK I'VE BEEN TO THE OTHER END OF THE UNIVERSE\*--

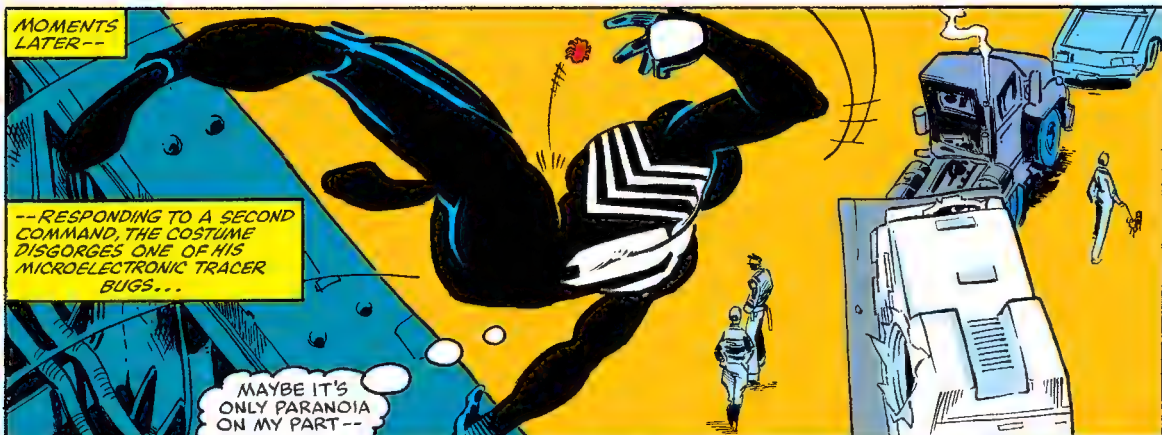
\*FOR DETAILS, SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES --DANNY.



-- AND I EVEN HAVE A NEW COSTUME...ONE WHICH OBEYS MY EVERY THOUGHT!

REACTING TO SPIDER-MAN'S UNSPOKEN COMMAND, HIS AMAZING COSTUME OPENS A WIDE SEAM TO RECEIVE HIS CAMERA.

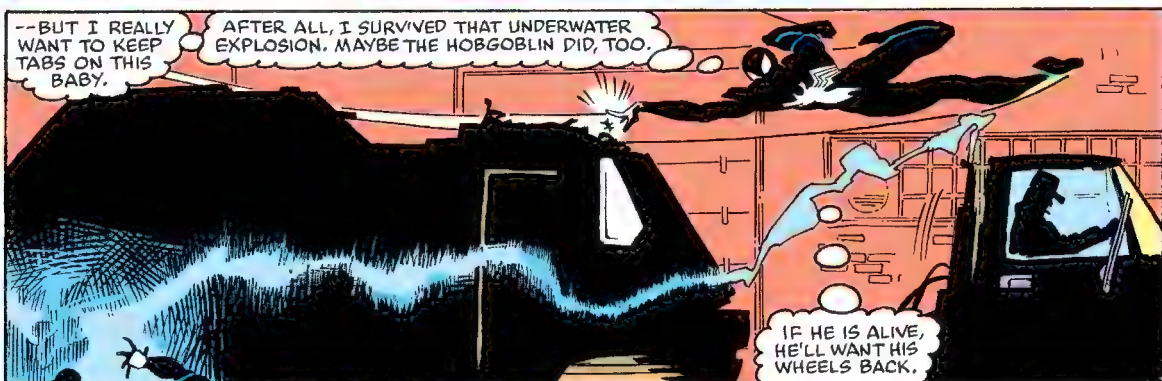




MOMENTS  
LATER--

--RESPONDING TO A SECOND  
COMMAND, THE COSTUME  
DISCHARGES ONE OF HIS  
MICROELECTRONIC TRACER  
BUGS...

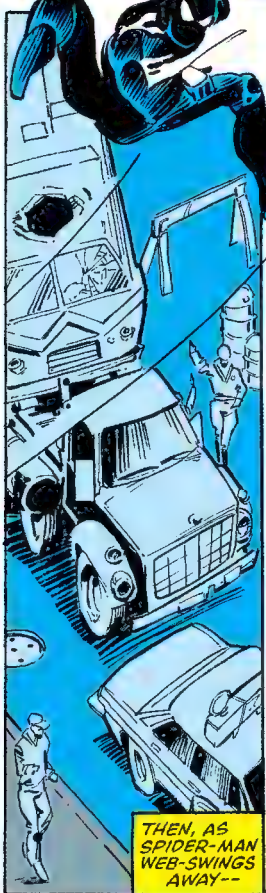
MAYBE IT'S  
ONLY PARANOIA  
ON MY PART--



--BUT I REALLY  
WANT TO KEEP  
TABS ON THIS  
BABY.

AFTER ALL, I SURVIVED THAT UNDERWATER  
EXPLOSION. MAYBE THE HOBGOBLIN DID, TOO.

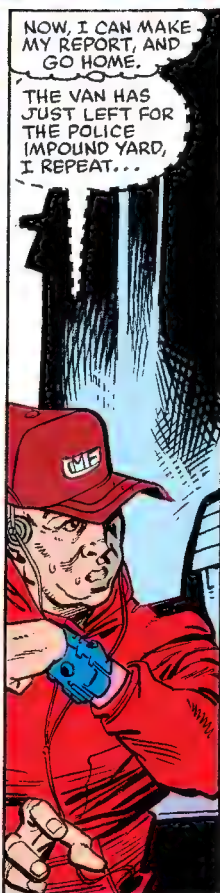
IF HE IS ALIVE,  
HE'LL WANT HIS  
WHEELS BACK.



--AN ELDERLY JOGGER  
TAKES SPECIAL NOTE OF  
THE BATTLE VAN...

LOOKS LIKE  
THE FLATBED  
IS FINALLY  
PULLING OUT.

GOOD. I WAS  
GETTING TIRED  
OF RUNNING  
AROUND THIS  
STUPID BLOCK.



NOW, I CAN MAKE  
MY REPORT, AND  
GO HOME.

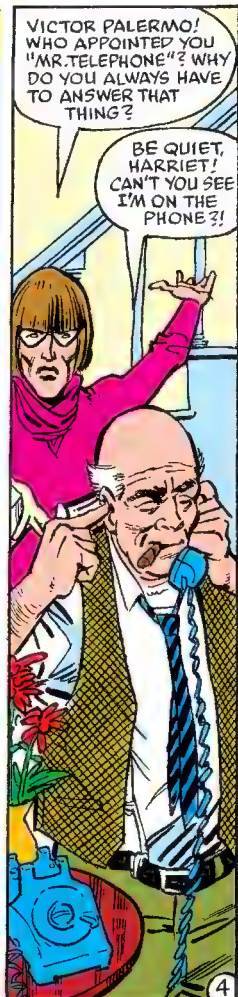
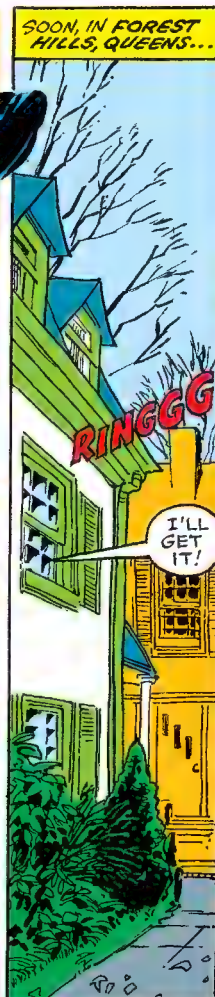
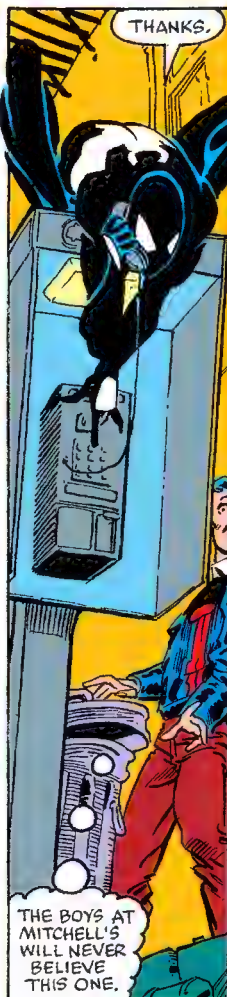
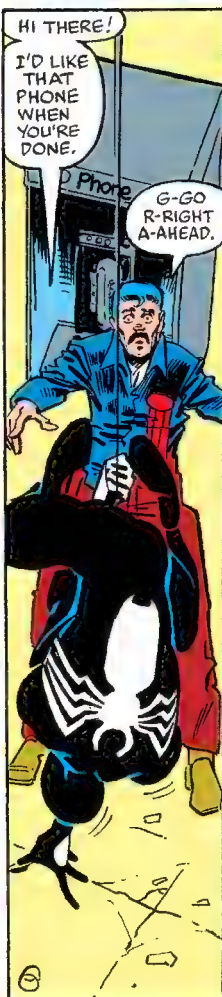
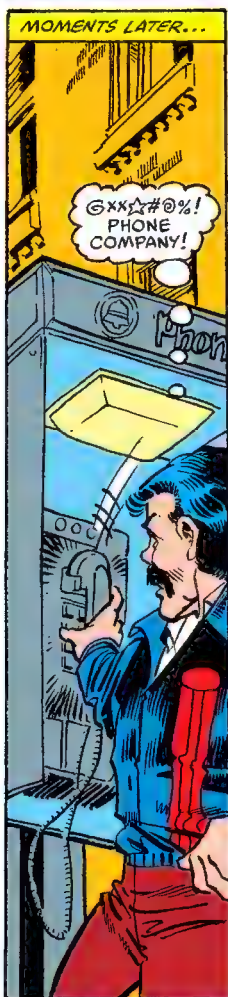
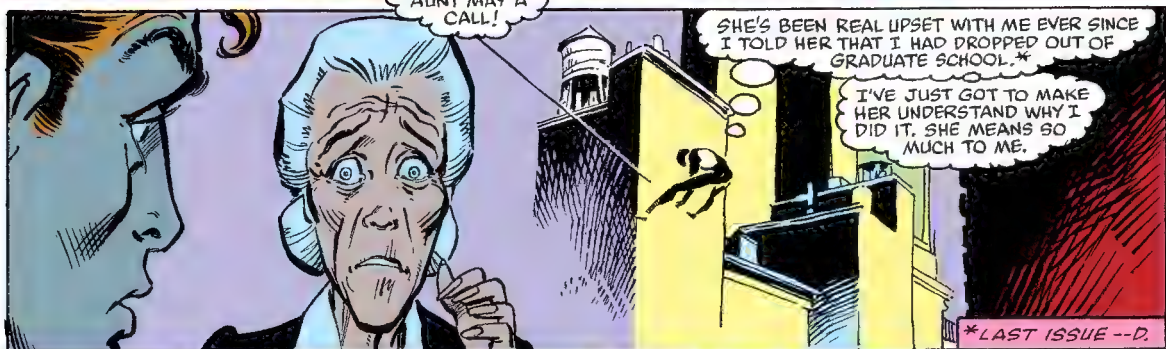
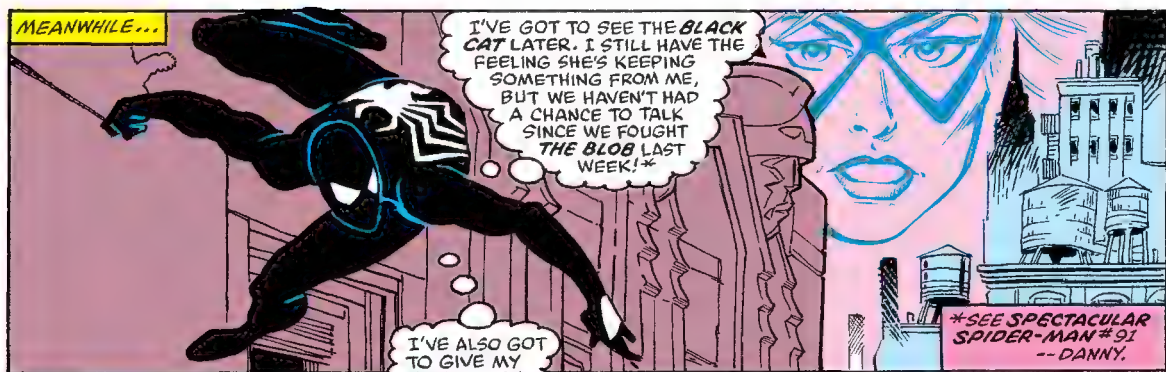
THE VAN HAS  
JUST LEFT FOR  
THE POLICE  
IMPOUND YARD,  
I REPEAT...



...THE VAN HAS  
JUST LEFT FOR  
THE POLICE  
IMPOUND YARD!

THEN, AS  
SPIDER-MAN  
WEB-SWINGS  
AWAY--









SOUNDS LIKE THE PALERMOS ARE STILL AT IT!

THEY'VE BEEN ARGUING NON-STOP EVER SINCE THEY MOVED INTO AUNT MAY'S BOARDING HOUSE FOR SENIOR CITIZENS.

HELLO, VICTOR...

THAT YOU, PETER?

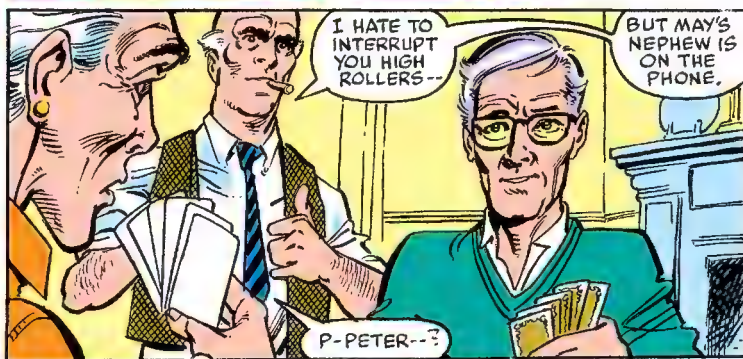


"YES, IT'S ME. IS MY AUNT HOME?"

OH, DEAR. I HAVE TOO MANY CARDS AGAIN.

THAT'S YOUR FIFTH MISDEAL, MARTHA.

HUSH UP, NATHAN LUBENSKY! **DRAW POKER** IS YOUR GAME. I WANTED TO PLAY **GO FISH**.



I HATE TO INTERRUPT YOU HIGH ROLLERS--

BUT MAY'S NEPHEW IS ON THE PHONE.

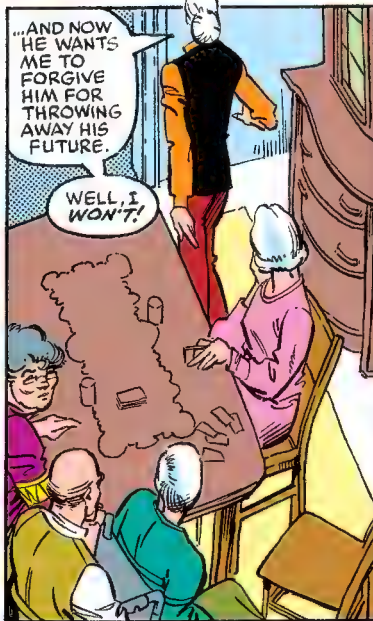
P-PETER--?



MAY, PLEASE--! IT'S TIME YOU SPOKE TO THE BOY.

NO, NATHAN. I... I CAN'T.

HE DECIDED TO DROP OUT OF COLLEGE ON HIS OWN...



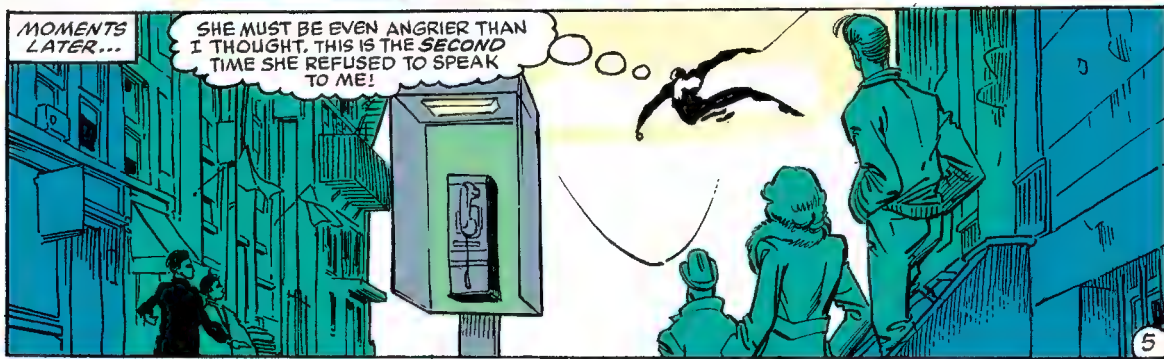
...AND NOW HE WANTS ME TO FORGIVE HIM FOR THROWING AWAY HIS FUTURE.

WELL, I WON'T!



SHE... SHE WON'T EVEN COME TO THE PHONE?!

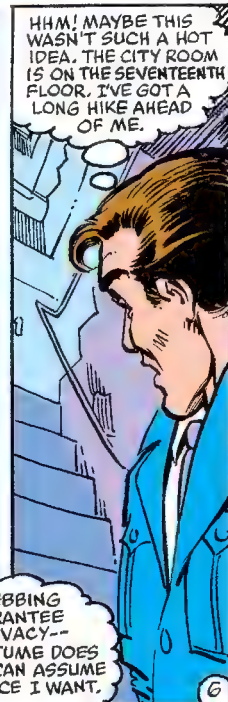
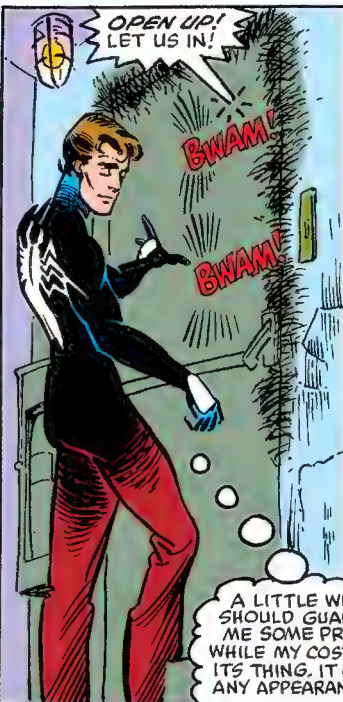
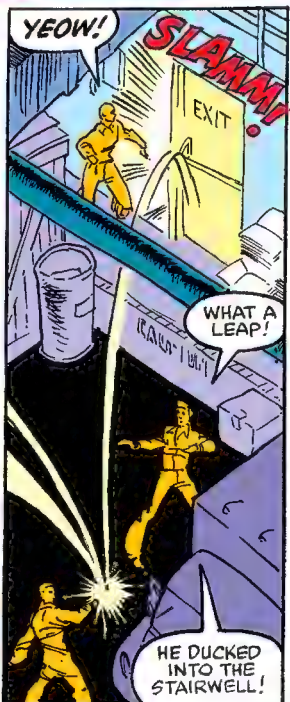
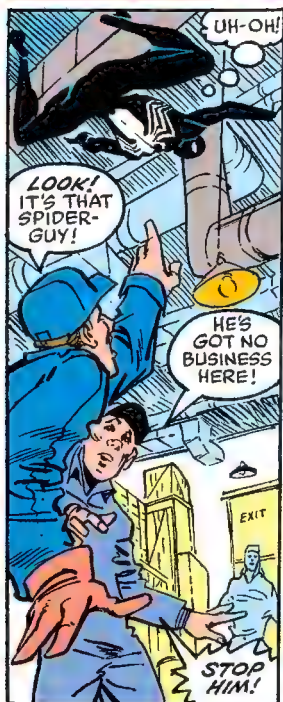
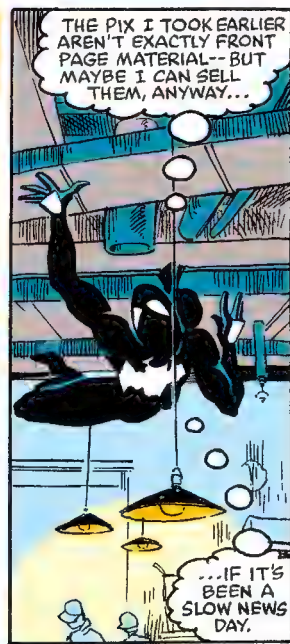
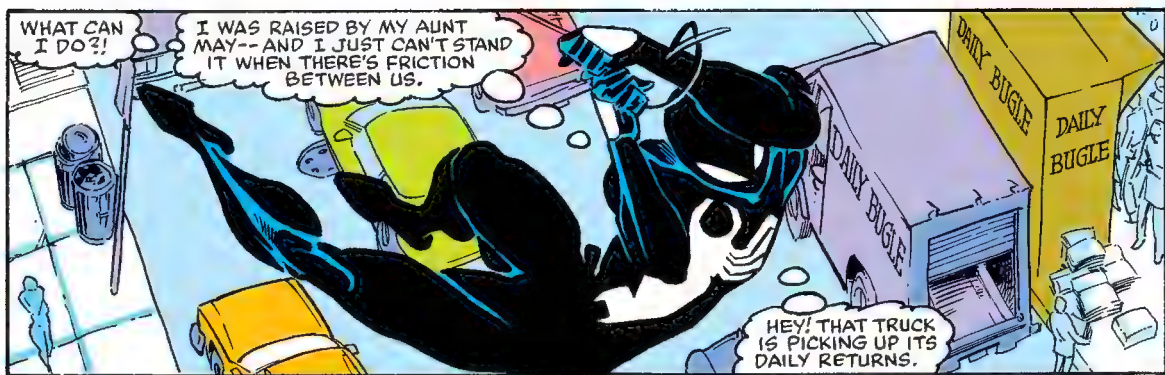
I... SEE...



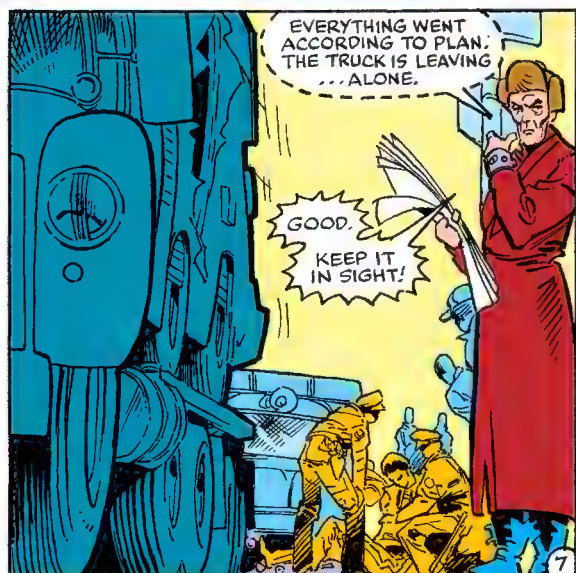
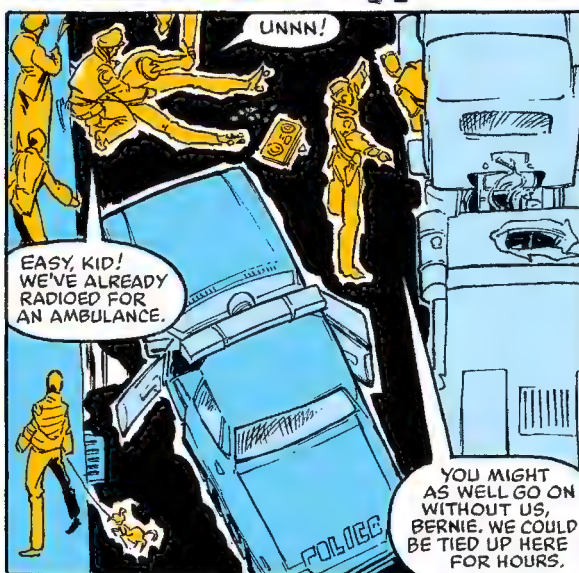
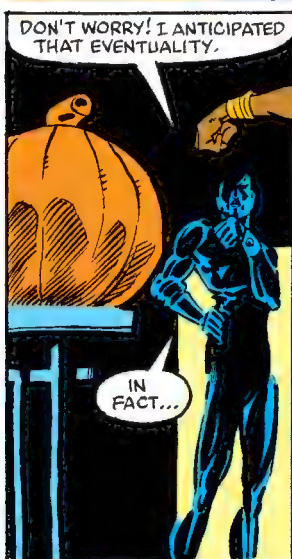
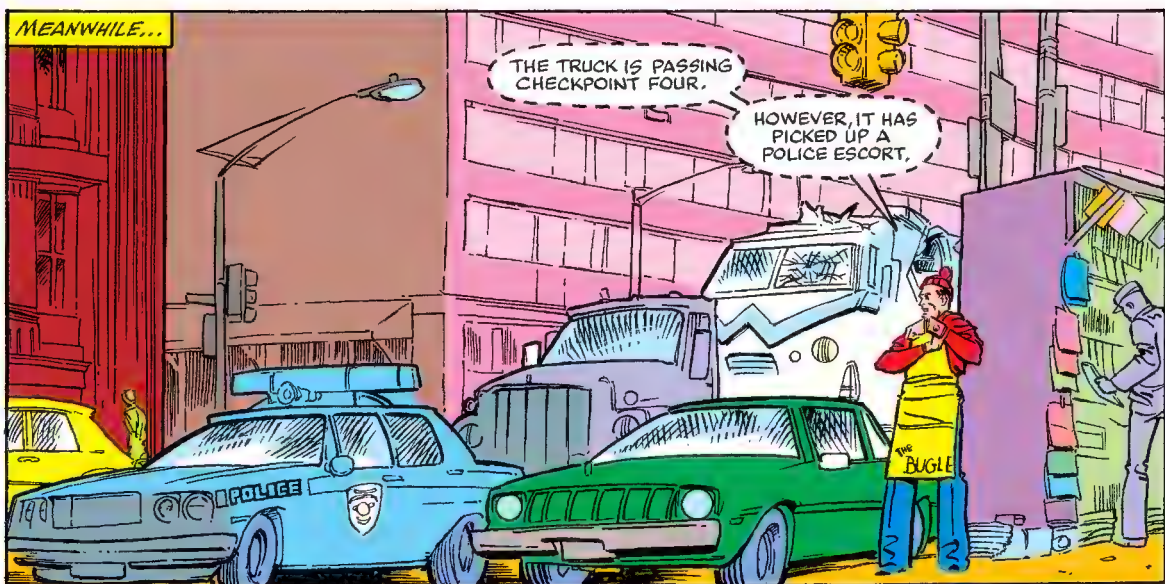
MOMENTS LATER...

SHE MUST BE EVEN ANGRIER THAN I THOUGHT. THIS IS THE **SECOND** TIME SHE REFUSED TO SPEAK TO ME!

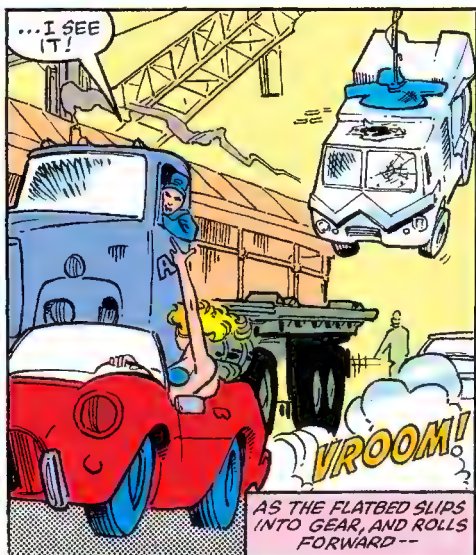
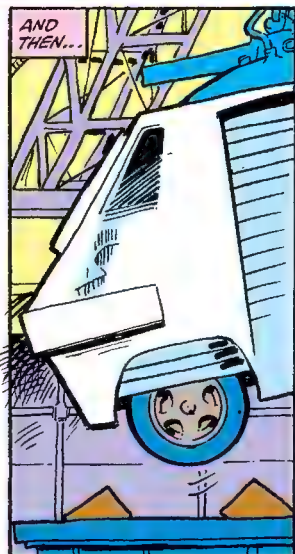
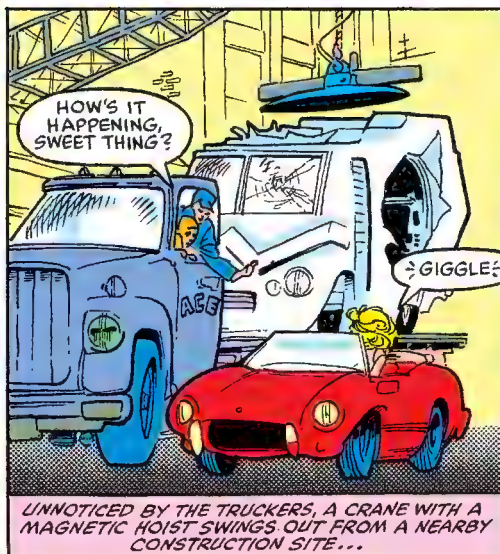
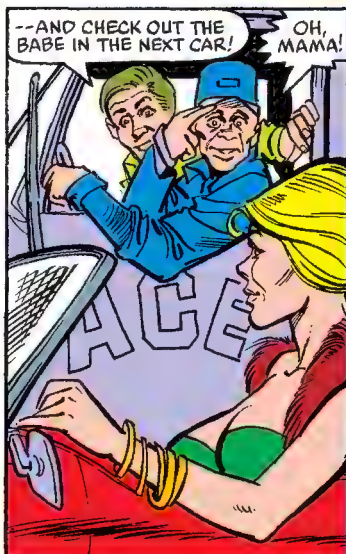
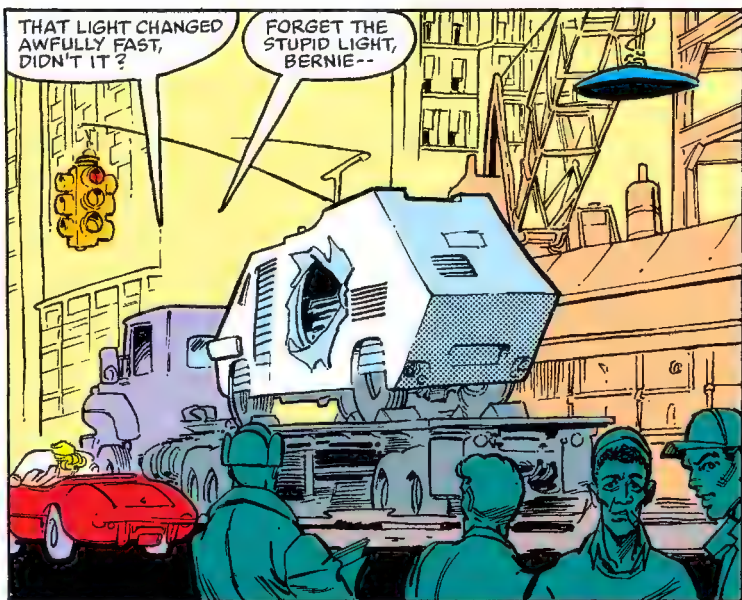
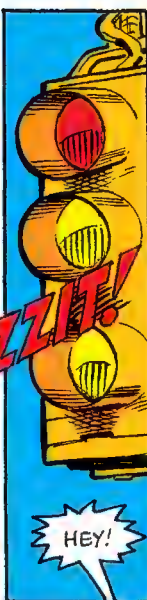
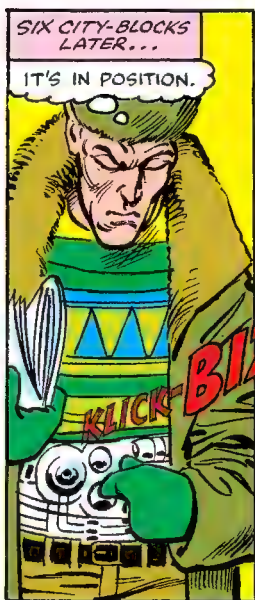




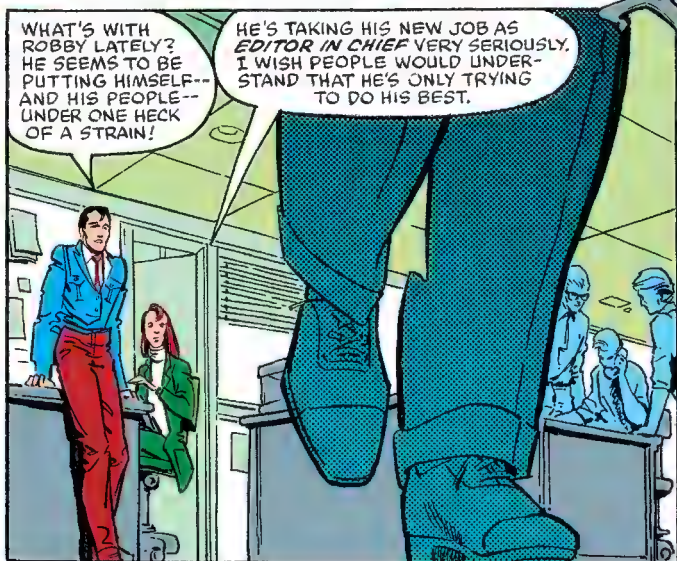
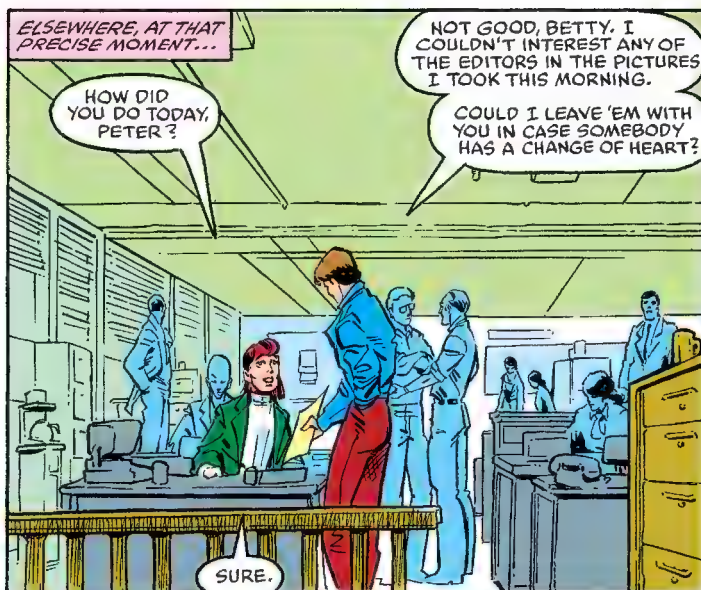




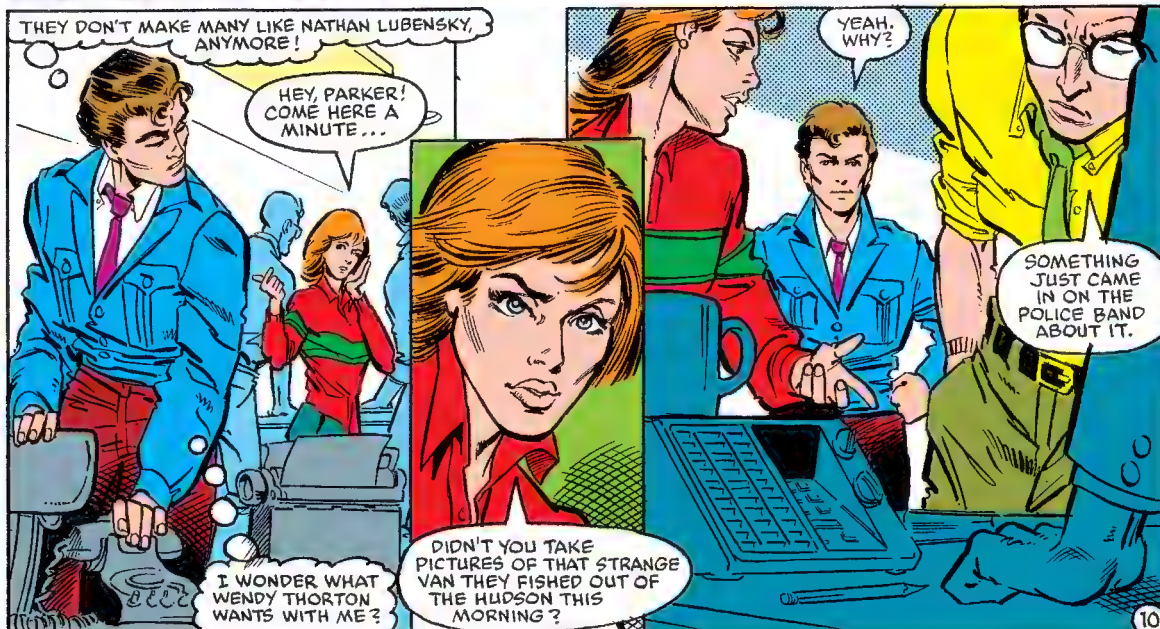
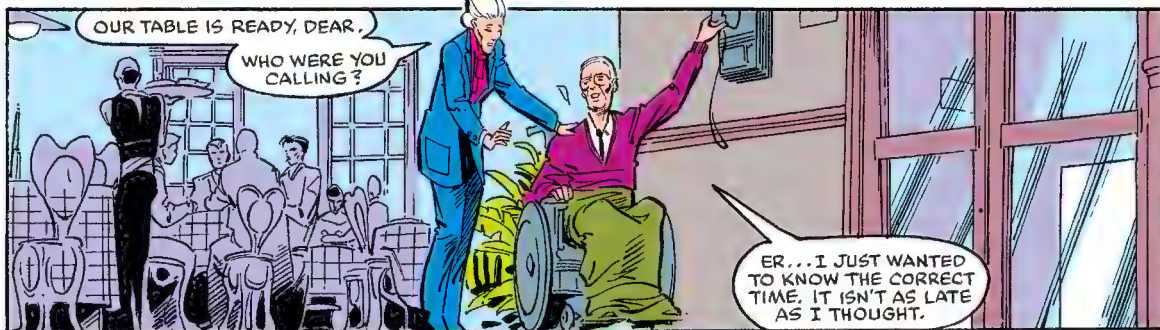
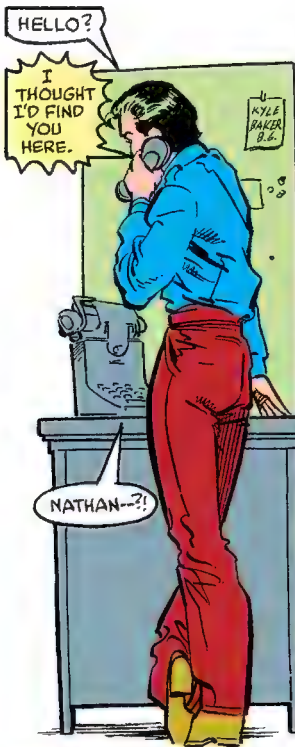




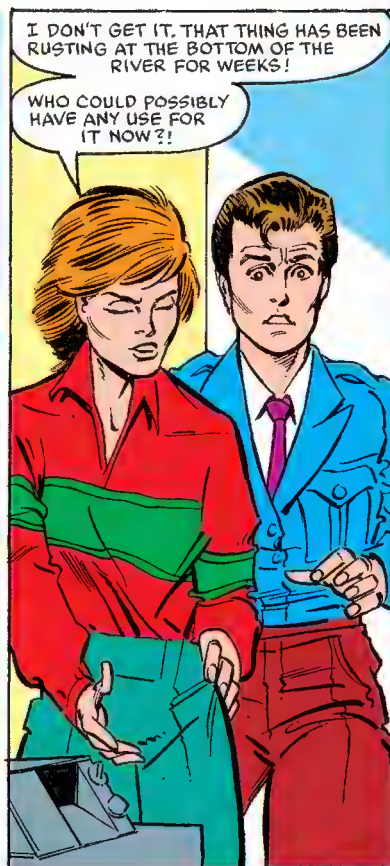
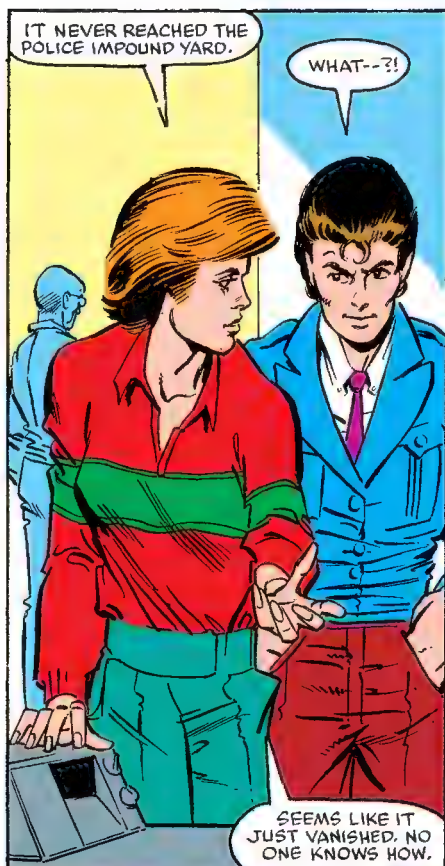




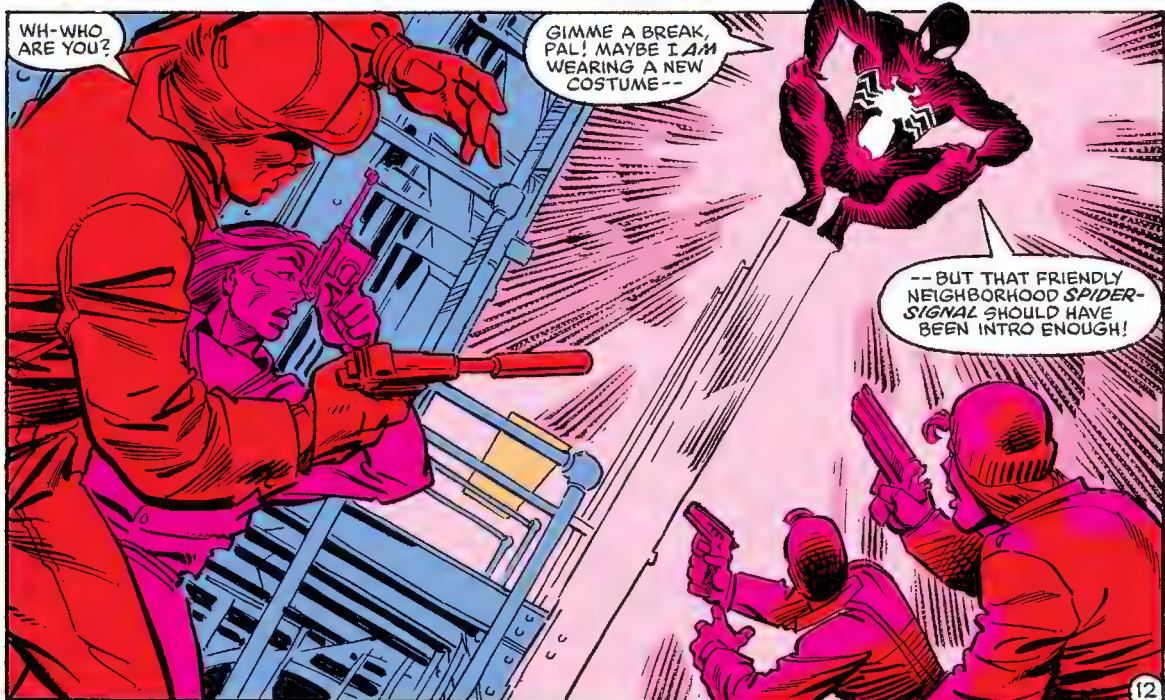
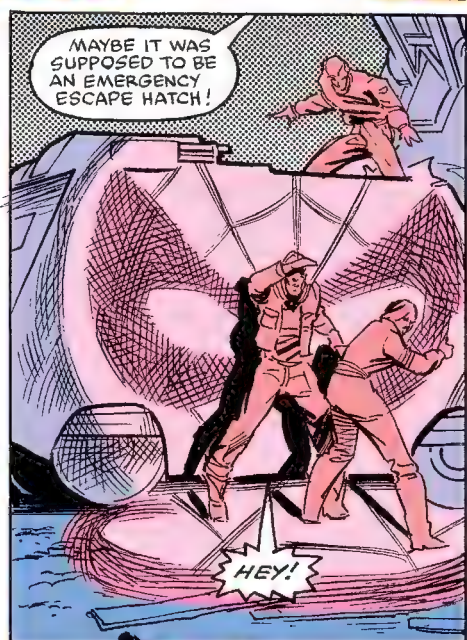
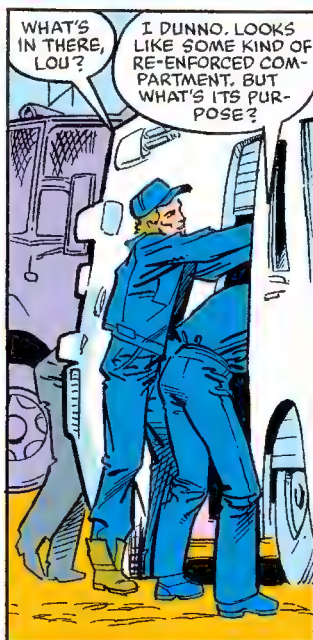
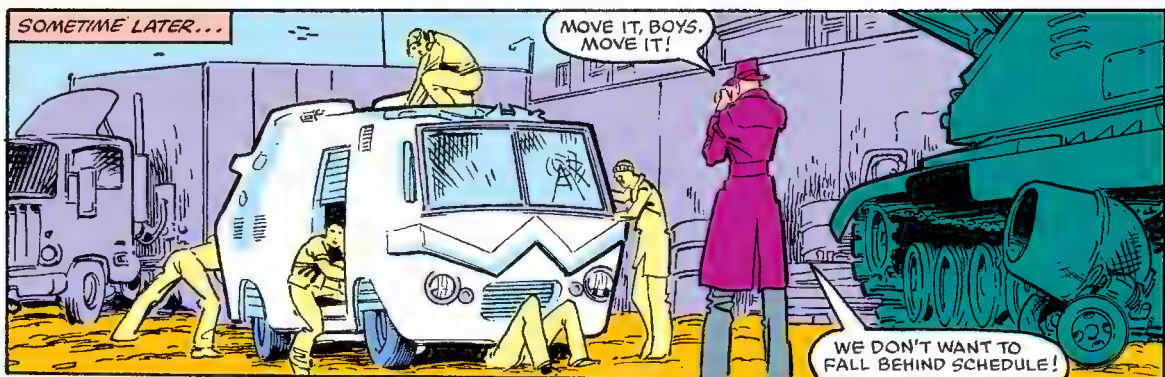




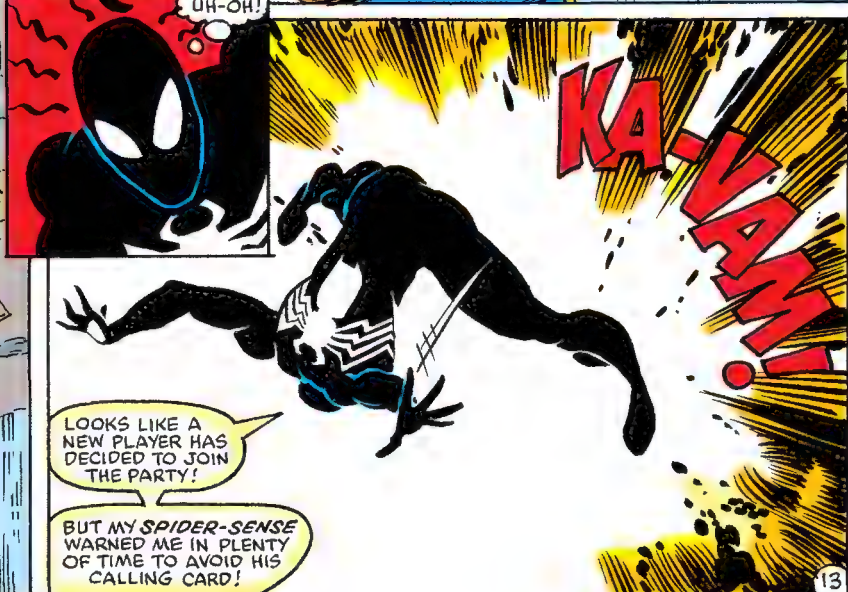
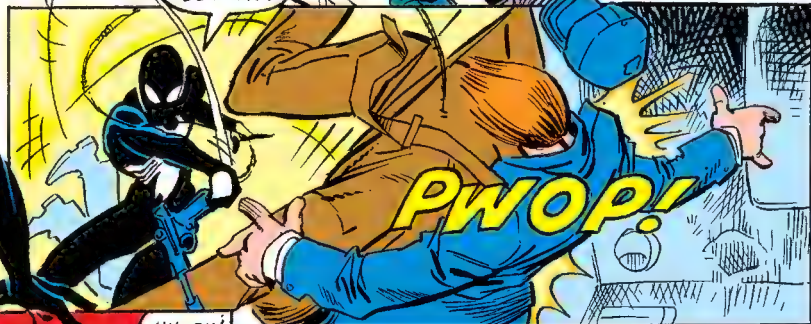
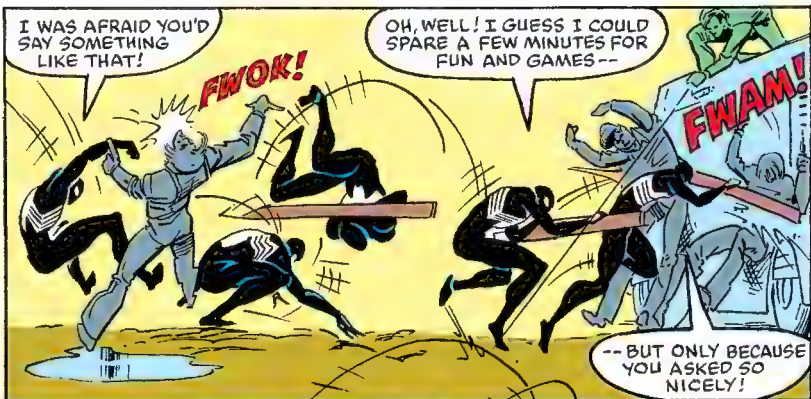
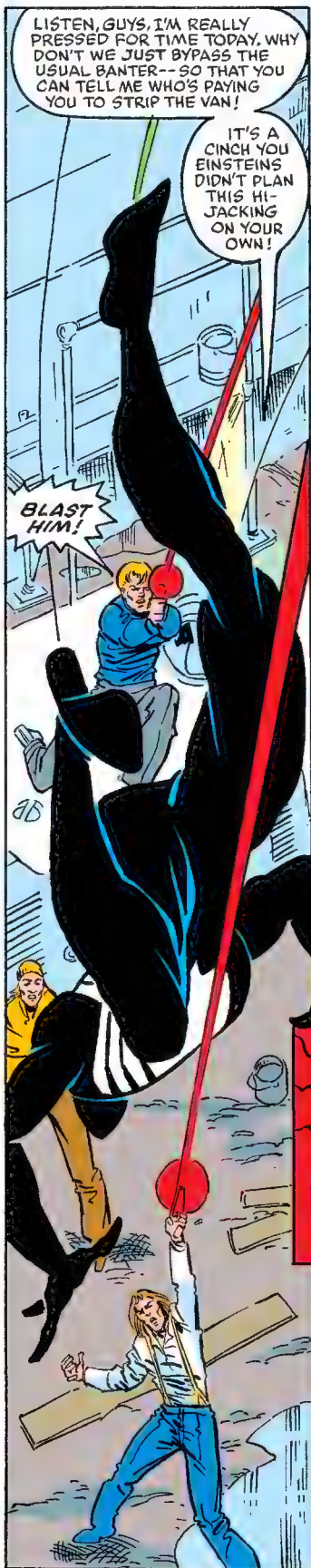




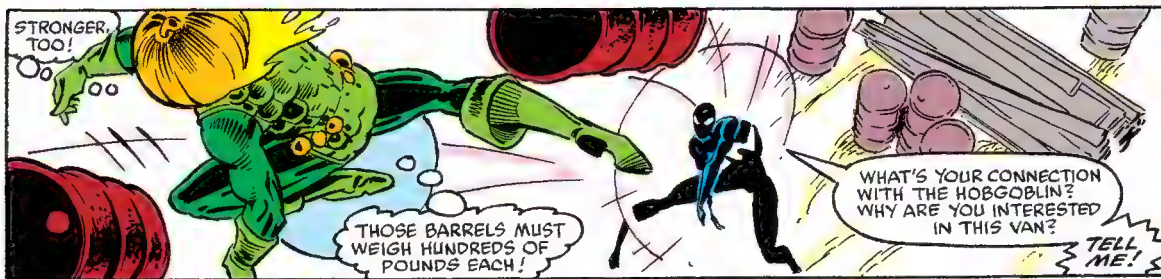
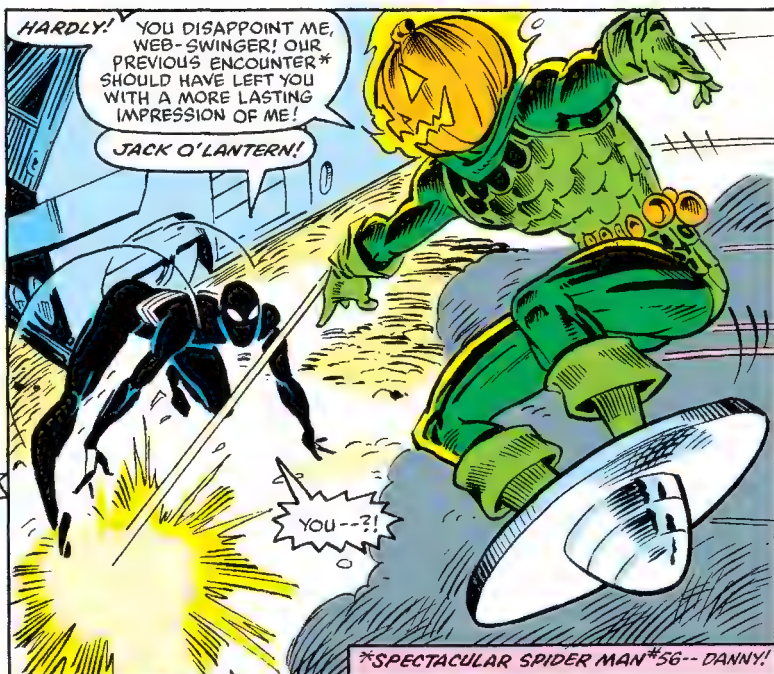
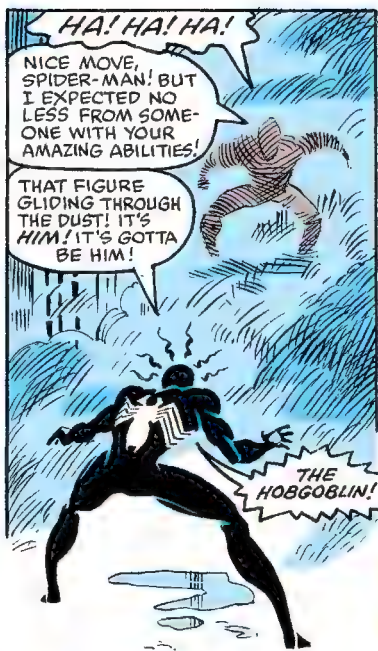












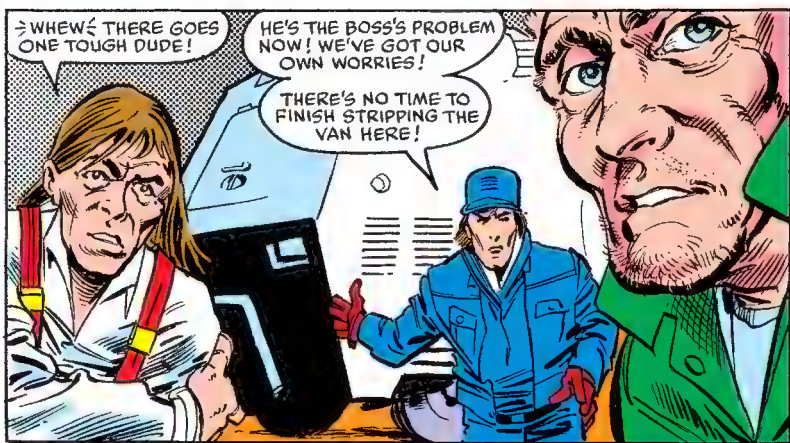




LOOKS LIKE IT'S *FOLLOW THE LEADER* TIME AGAIN! IT'S REAL OBVIOUS THAT JACK'S JUST TRYING TO SEPARATE ME FROM THE VAN--

--BUT HE DOESN'T KNOW ABOUT THE TRACER I PLANTED ON IT!

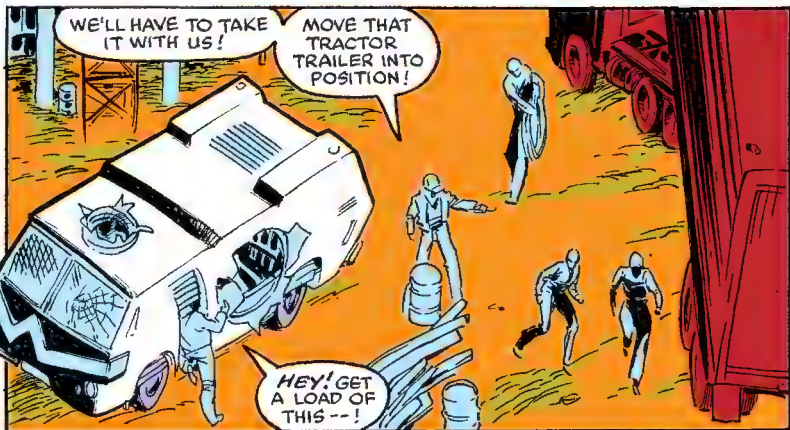
HERE I COME--  
READY OR NOT!



WHY'S THERE GOES ONE TOUGH DUDE!

HE'S THE BOSS'S PROBLEM NOW! WE'VE GOT OUR OWN WORRIES!

THERE'S NO TIME TO FINISH STRIPPING THE VAN HERE!



WE'LL HAVE TO TAKE IT WITH US!

MOVE THAT TRACTOR TRAILER INTO POSITION!

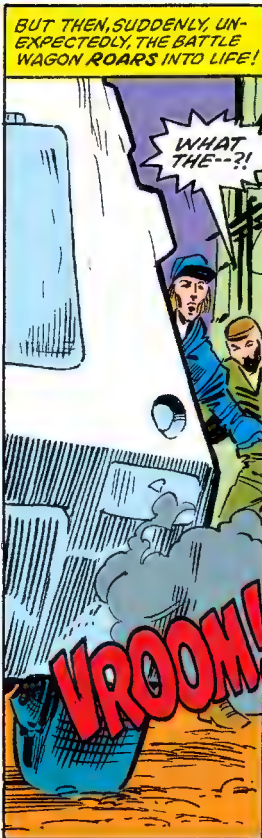
HEY! GET A LOAD OF THIS--!



THAT DASH-BOARD JUST LIT UP LIKE A VIDEO ARCADE!

IT'S THE AUTO-GUIDANCE SYSTEM! SOMETHING MUST HAVE ACTIVATED IT!

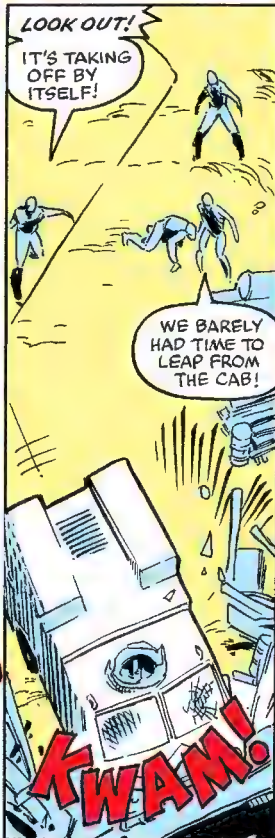
BUT THAT'S IMPOSSIBLE--!!



BUT THEN, SUDDENLY, UNEXPECTEDLY, THE BATTLE WAGON ROARS INTO LIFE!

WHAT THE--?!

**VROOOM!**

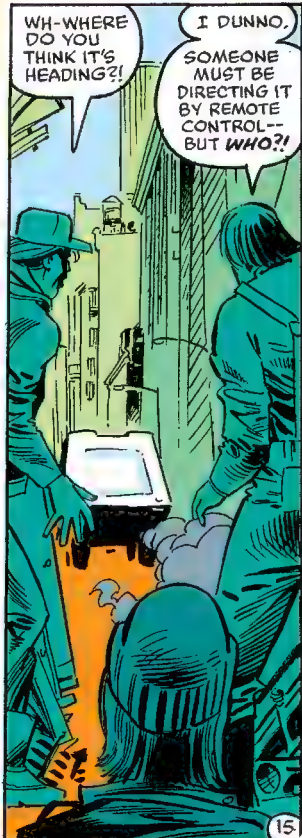


LOOK OUT!

IT'S TAKING OFF BY ITSELF!

WE BARELY HAD TIME TO LEAP FROM THE CAB!

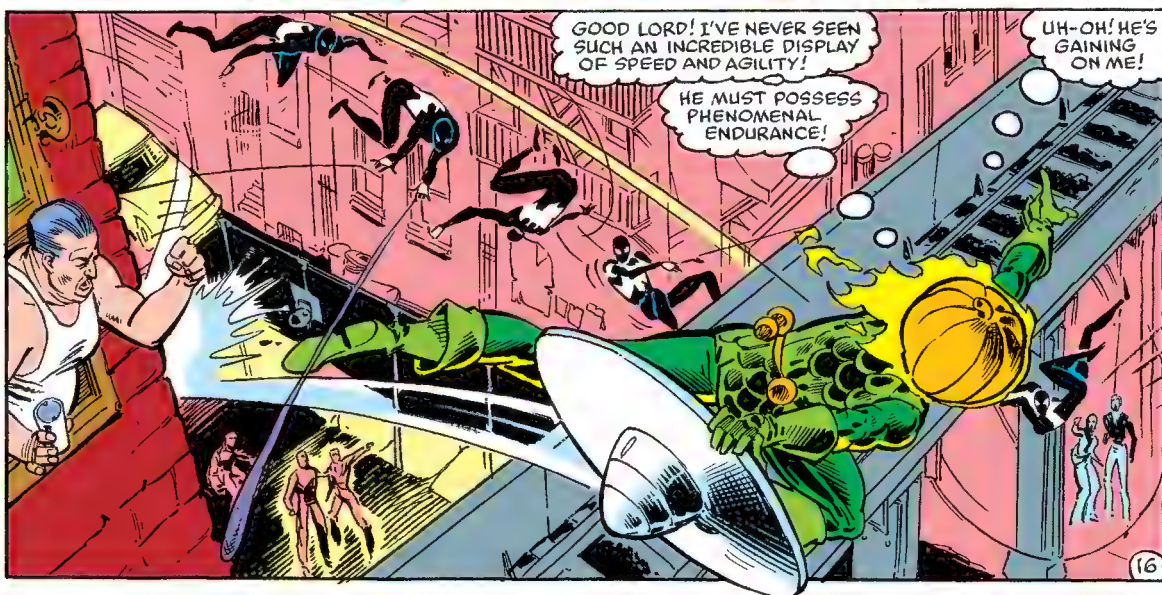
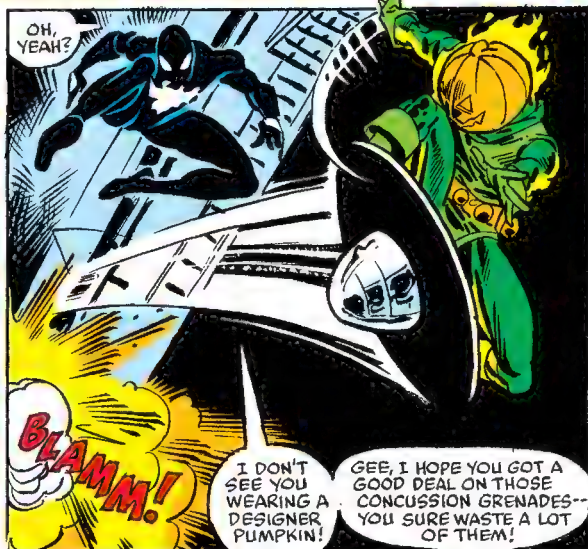
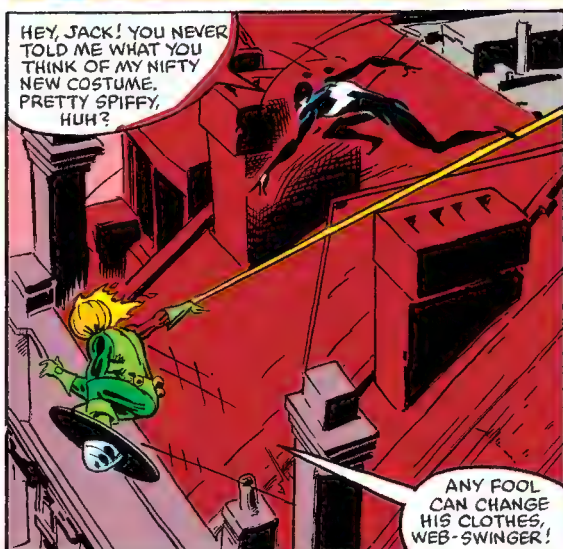
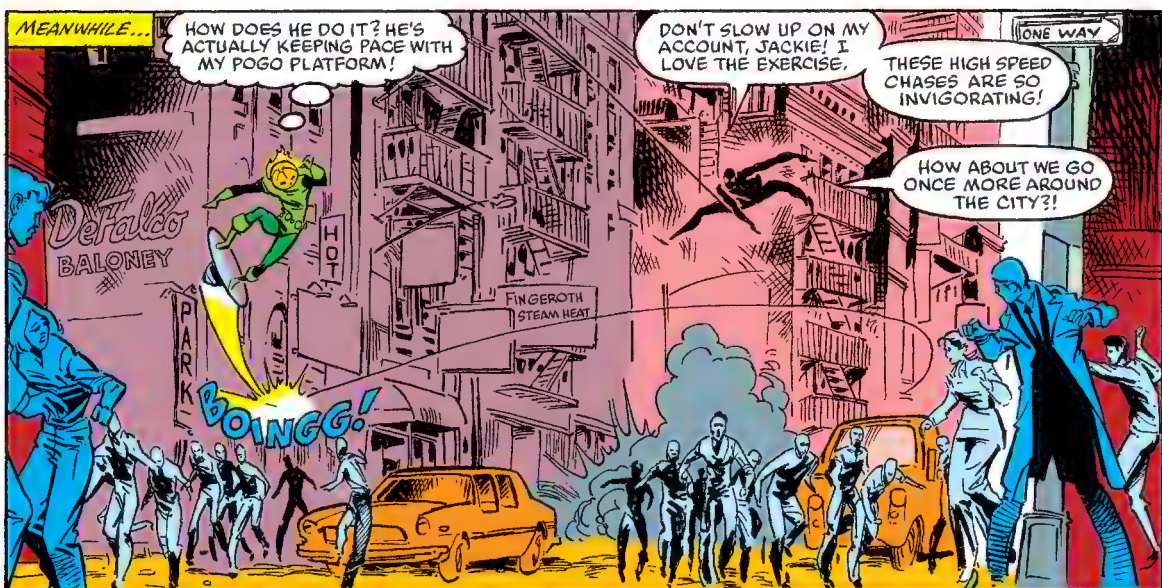
**KWAM!**



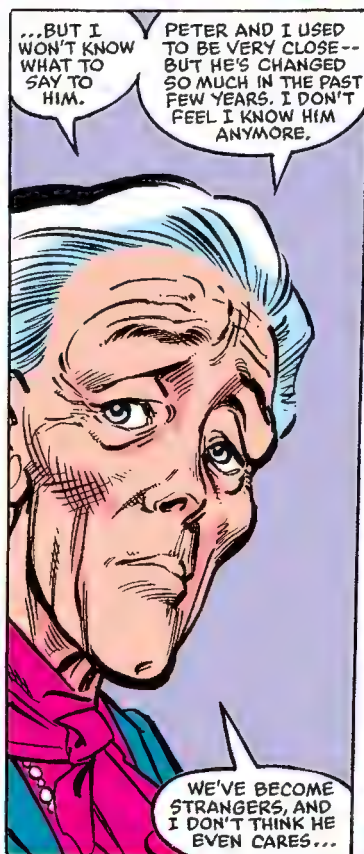
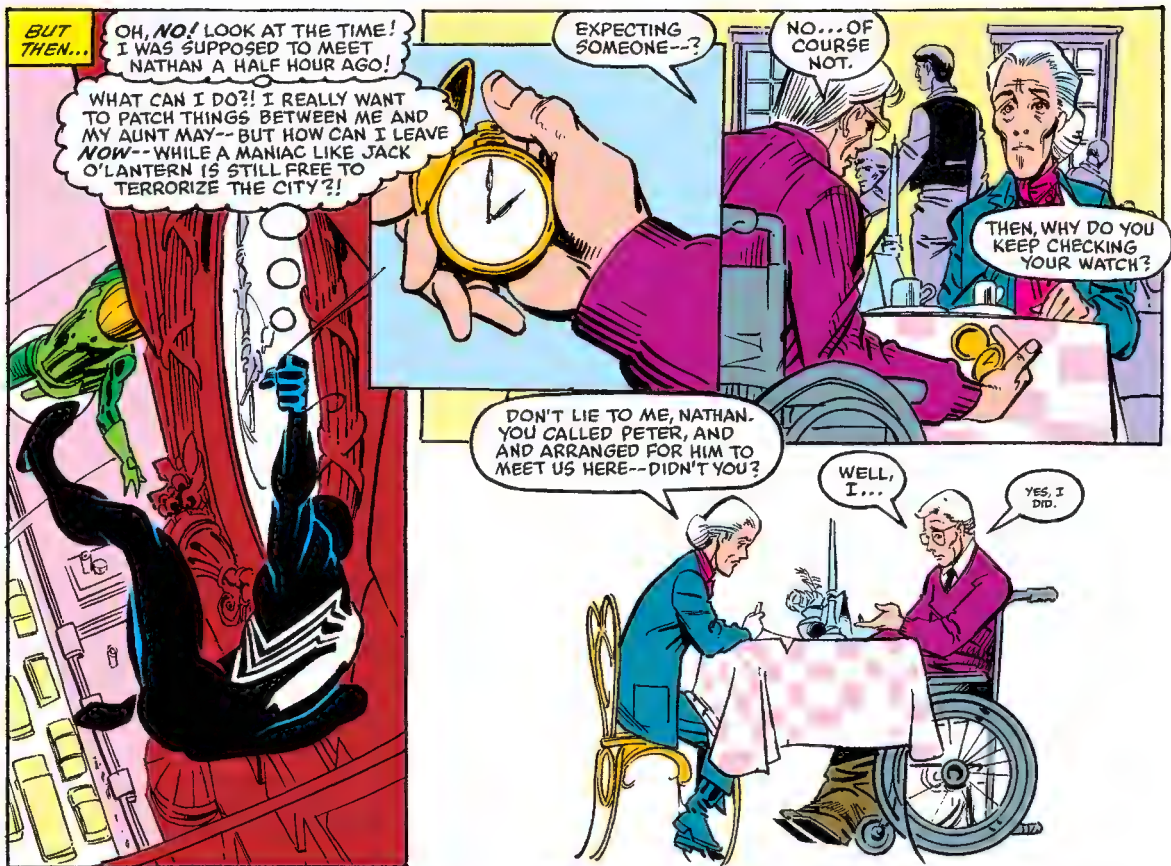
WH-WHERE DO YOU THINK IT'S HEADING?!

I DUNNO. SOMEONE MUST BE DIRECTING IT BY REMOTE CONTROL-- BUT WHO?!

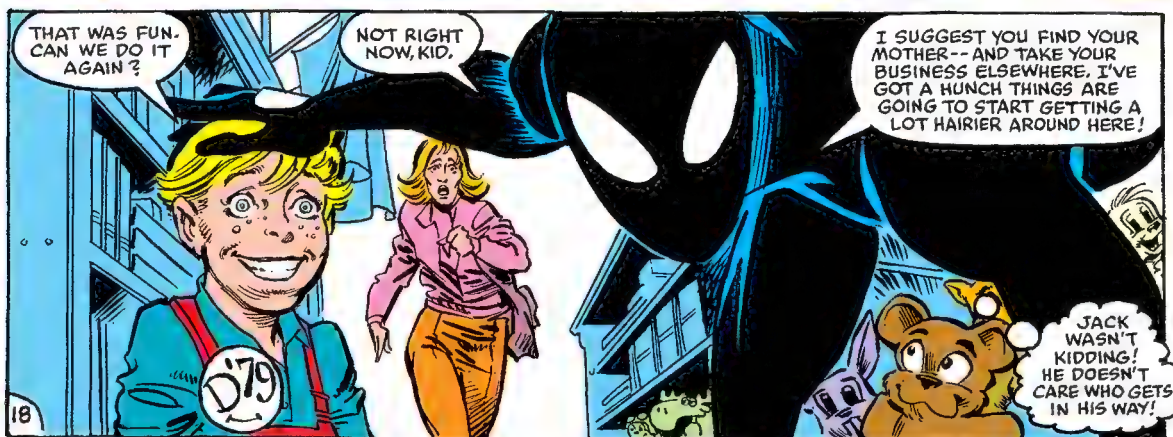
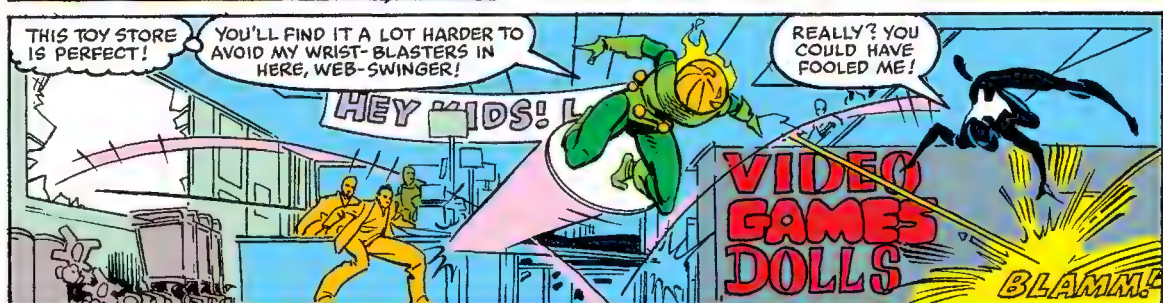
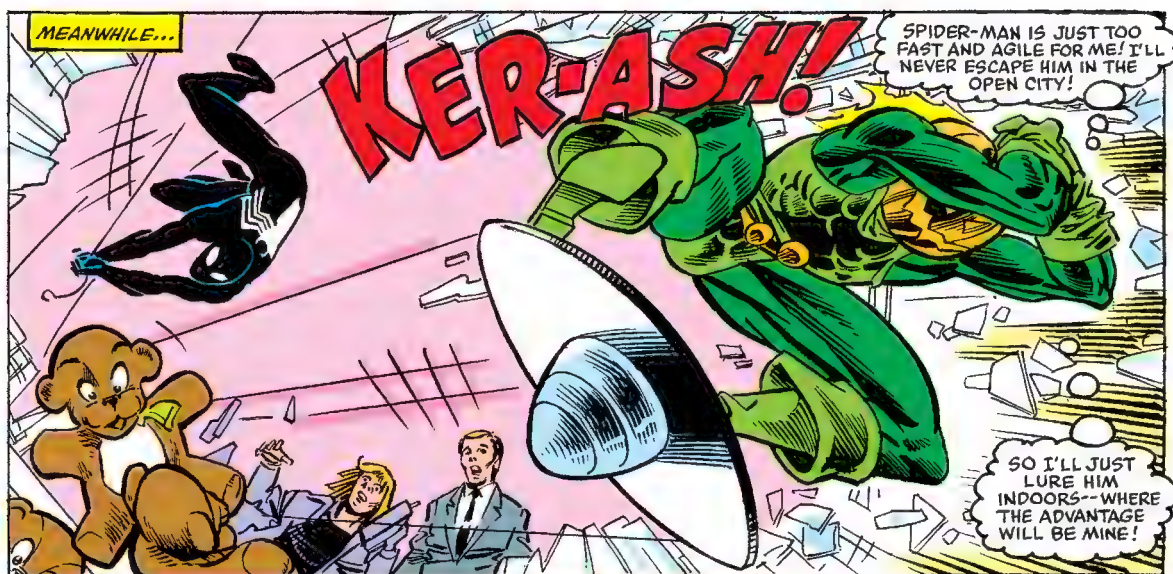




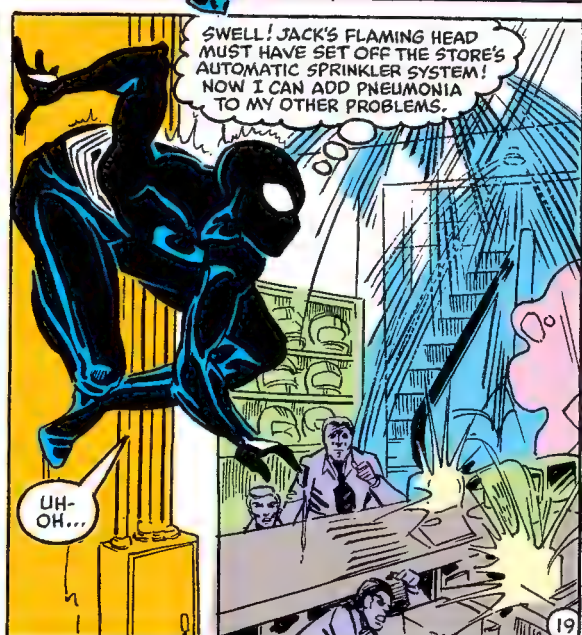
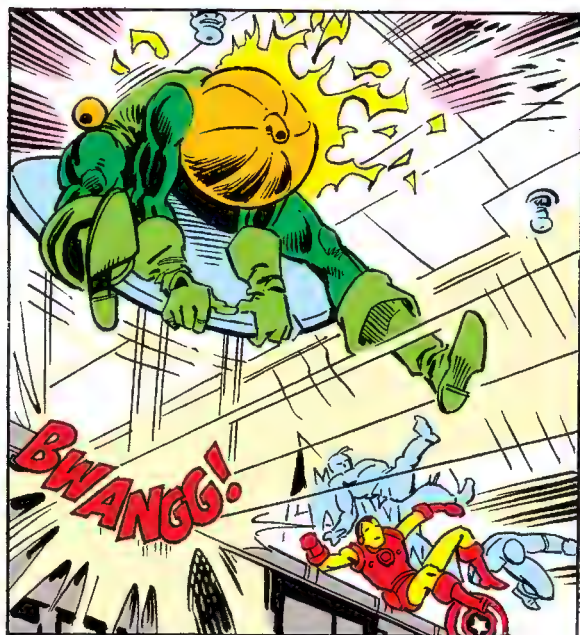
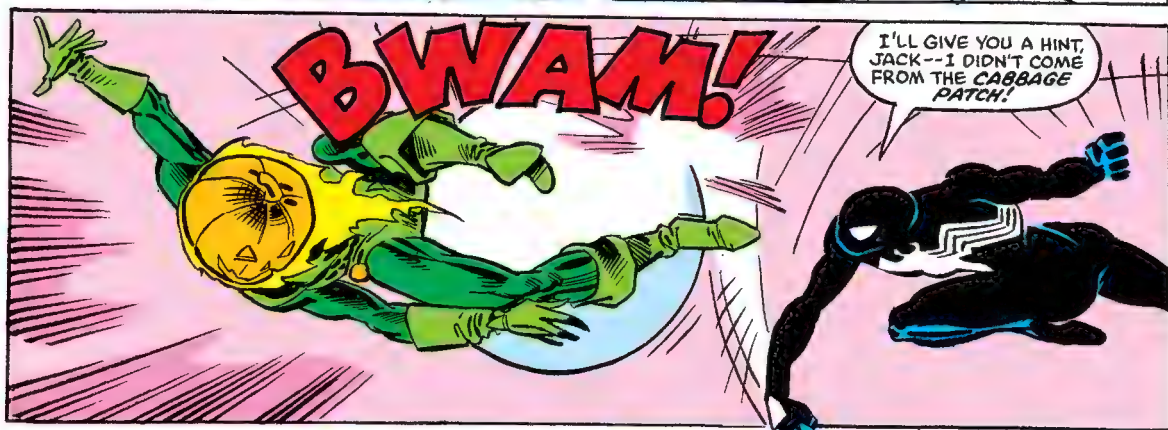
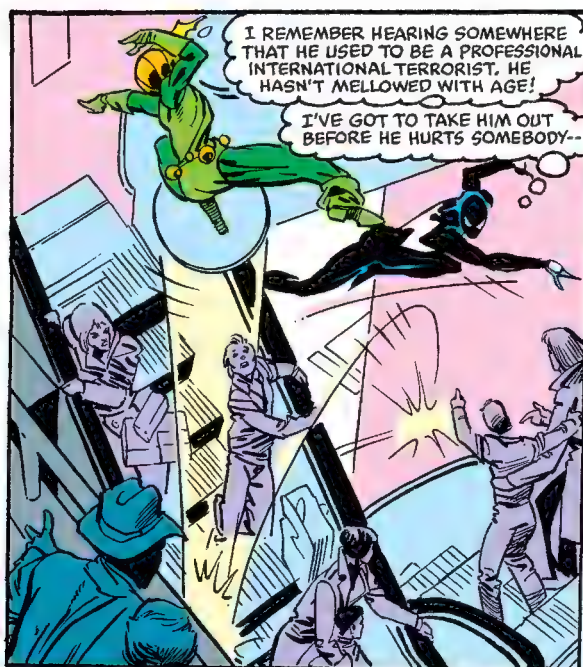




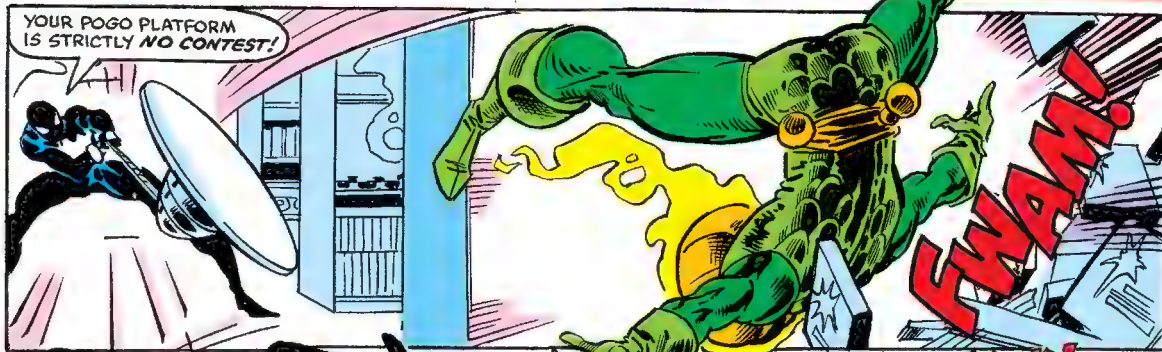
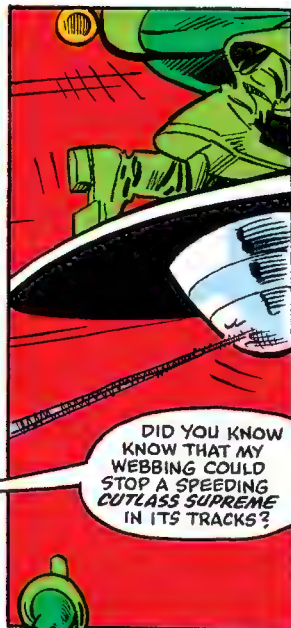
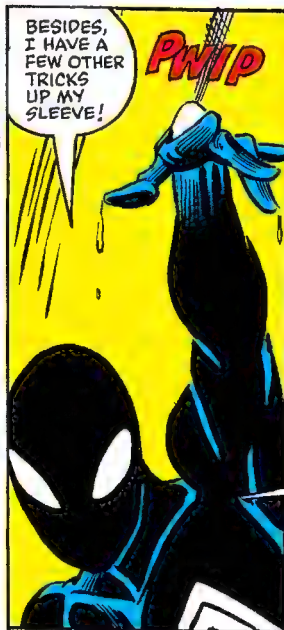
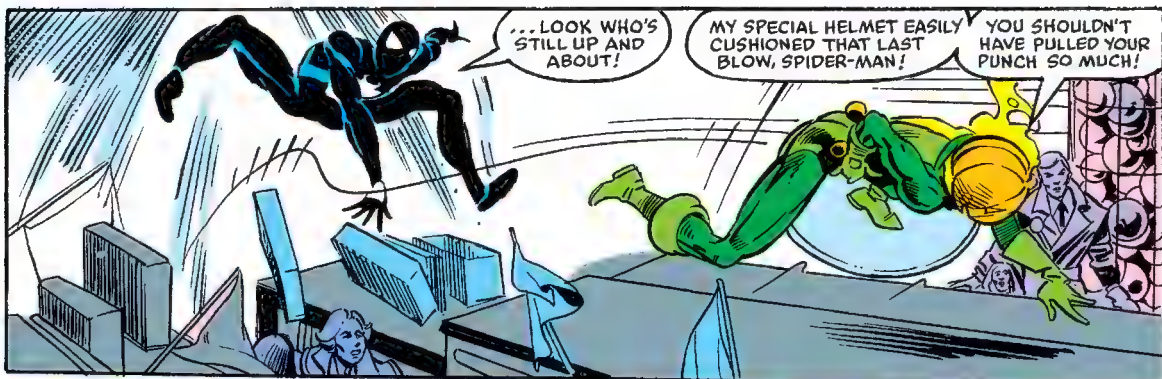
















TALK! WHAT'S YOUR CONNECTION WITH THE HOBGOBLIN?

WHY DID YOU TRY TO HIJACK HIS BATTLE WAGON?

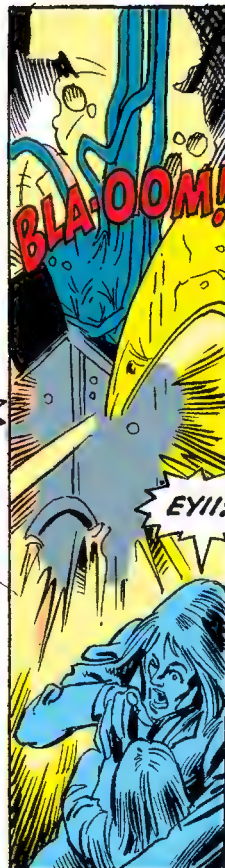
THE ANSWERS TO THOSE QUESTIONS WILL STARTLE YOU, WALL-CRAWLER!



HOWEVER, I CHOOSE NOT TO REVEAL THEM-- NOW!

OH, NO!

BZITT!



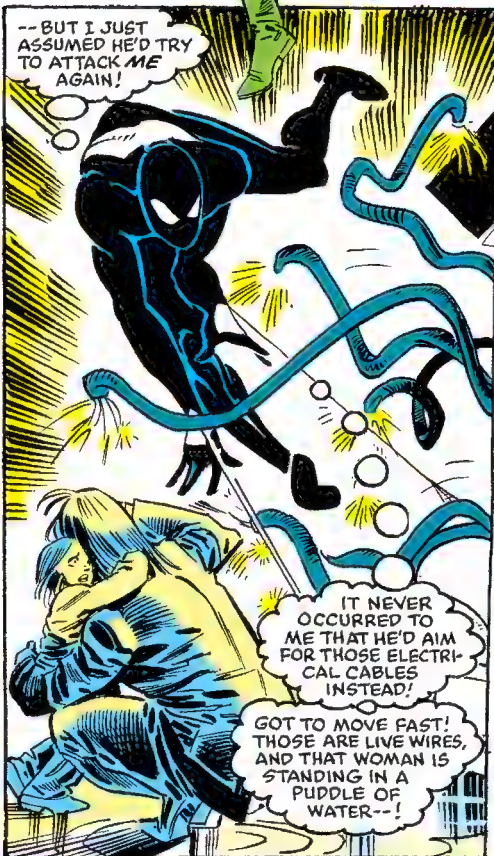
BLA-OOM!

EYII!



WHAT A JERK I AM!

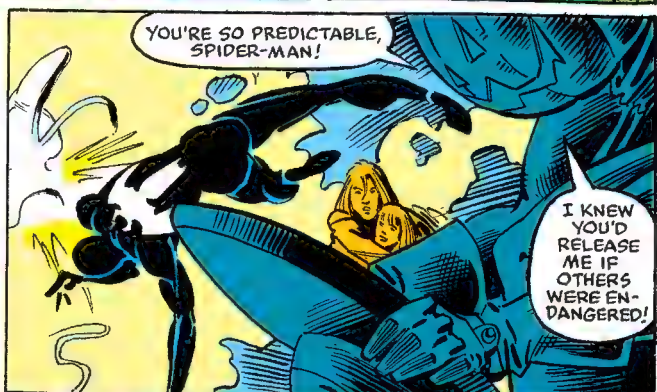
MY SPIDER-SENSE WARNED ME THAT JACK WAS UP TO SOMETHING--



-- BUT I JUST ASSUMED HE'D TRY TO ATTACK ME AGAIN!

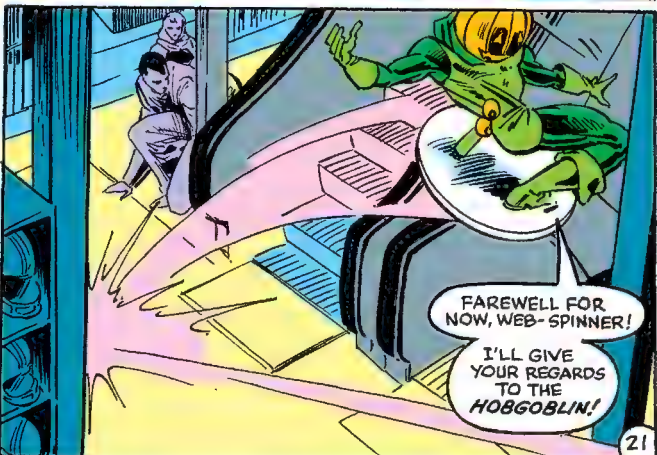
IT NEVER OCCURRED TO ME THAT HE'D AIM FOR THOSE ELECTRICAL CABLES INSTEAD!

GOT TO MOVE FAST! THOSE ARE LIVE WIRES, AND THAT WOMAN IS STANDING IN A PUDDLE OF WATER--!



YOU'RE SO PREDICTABLE, SPIDER-MAN!

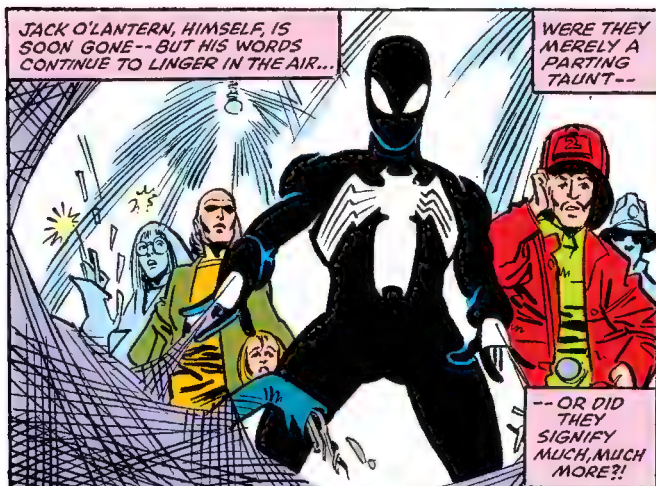
I KNEW YOU'D RELEASE ME IF OTHERS WERE ENDANGERED!



FAREWELL FOR NOW, WEB-SPINNER!

I'LL GIVE YOUR REGARDS TO THE HOBGOBLIN!

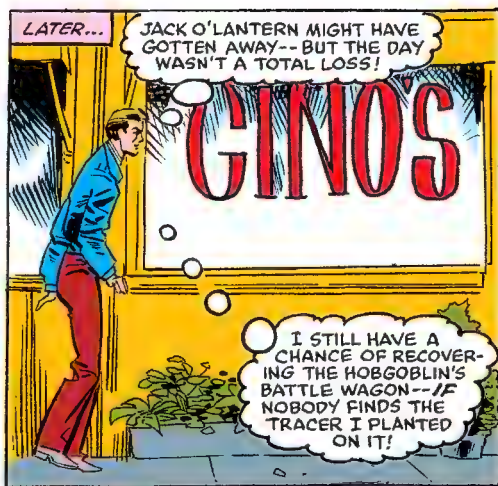




JACK O'LANTERN, HIMSELF, IS SOON GONE-- BUT HIS WORDS CONTINUE TO LINGER IN THE AIR...

WERE THEY MERELY A PARTING TAUNT--

-- OR DID THEY SIGNIFY MUCH, MUCH MORE?!



LATER...

JACK O'LANTERN MIGHT HAVE GOTTEN AWAY-- BUT THE DAY WASN'T A TOTAL LOSS!

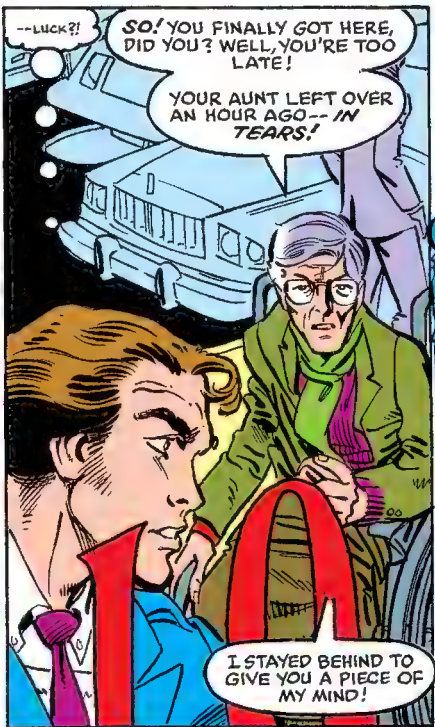
**GINO'S**

I STILL HAVE A CHANCE OF RECOVERING THE HOBGOBLIN'S BATTLE WAGON-- IF NOBODY FINDS THE TRACER I PLANTED ON IT!



BUT I CAN'T WORRY ABOUT THAT NOW!

I RUSHED ALL THE WAY UPTOWN-- ON THE OFF-CHANCE THAT AUNT MAY AND NATHAN WERE STILL HERE, BUT NO--

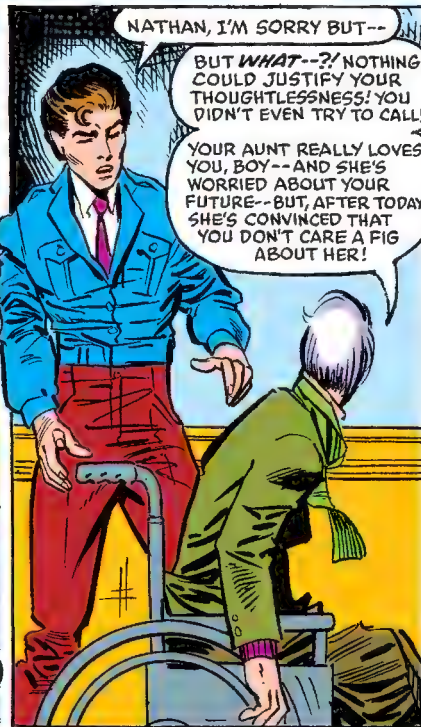


--LUCK?!

SO! YOU FINALLY GOT HERE, DID YOU? WELL, YOU'RE TOO LATE!

YOUR AUNT LEFT OVER AN HOUR AGO-- IN TEARS!

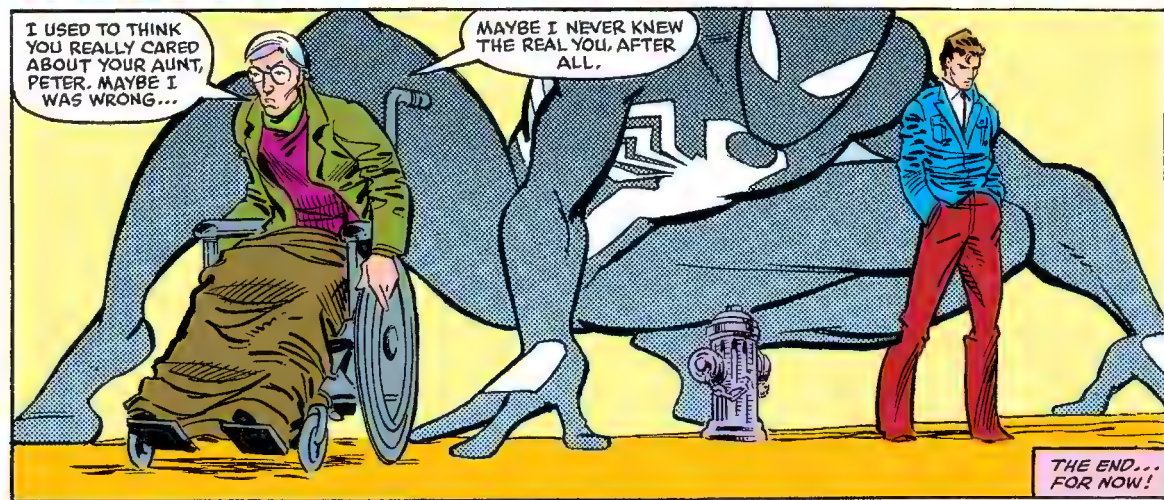
I STAYED BEHIND TO GIVE YOU A PIECE OF MY MIND!



NATHAN, I'M SORRY BUT--

BUT WHAT--? NOTHING COULD JUSTIFY YOUR THOUGHTLESSNESS! YOU DIDN'T EVEN TRY TO CALL!

YOUR AUNT REALLY LOVES YOU, BOY-- AND SHE'S WORRIED ABOUT YOUR FUTURE-- BUT, AFTER TODAY, SHE'S CONVINCED THAT YOU DON'T CARE A FIG ABOUT HER!



I USED TO THINK YOU REALLY CARED ABOUT YOUR AUNT, PETER. MAYBE I WAS WRONG...

MAYBE I NEVER KNEW THE REAL YOU, AFTER ALL.

THE END... FOR NOW!



**MARVEL**

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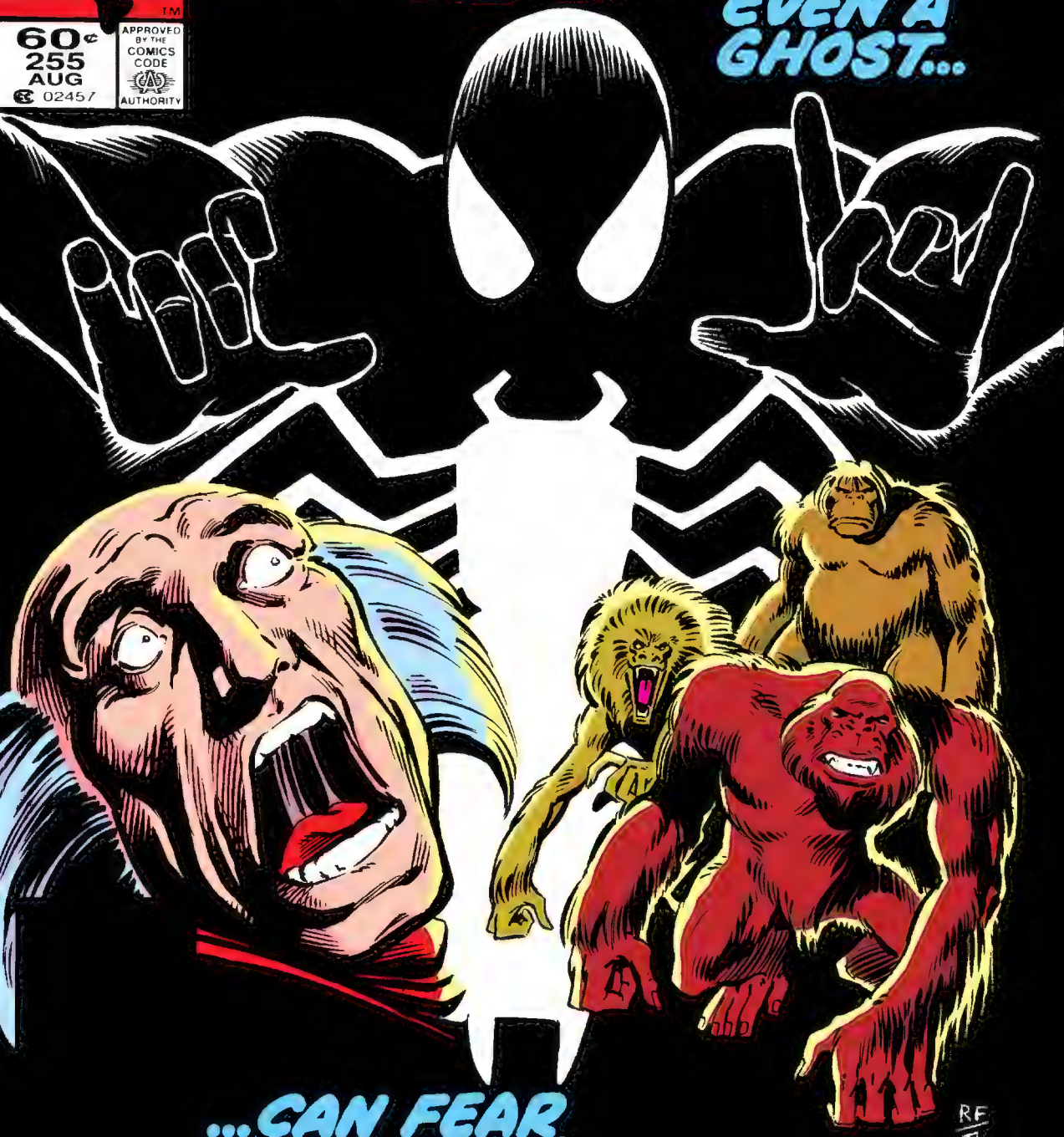


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APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

# *the* AMAZING SPIDER-MAN<sup>®</sup>

*EVEN A  
GHOST...*



*...CAN FEAR  
THE NIGHT!*

RF  
JR



STAN LEE PRESENTS:

# "EVEN A GHOST CAN FEAR THE NIGHT!"

STARRING THE AMAZING  
**SPIDER-MAN!**

SILENT AS A LIVING SHADOW,  
HE SWINGS THROUGH THE NIGHT.

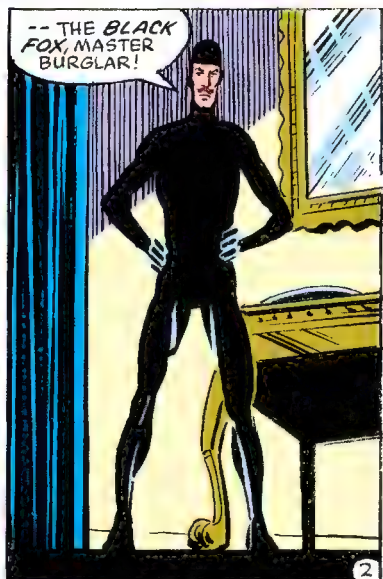
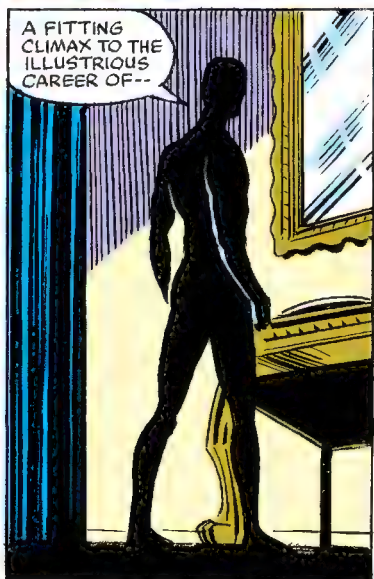
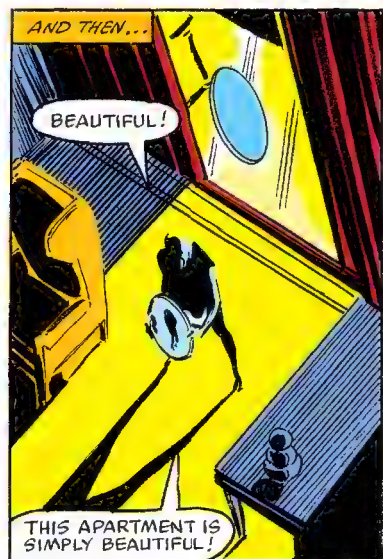
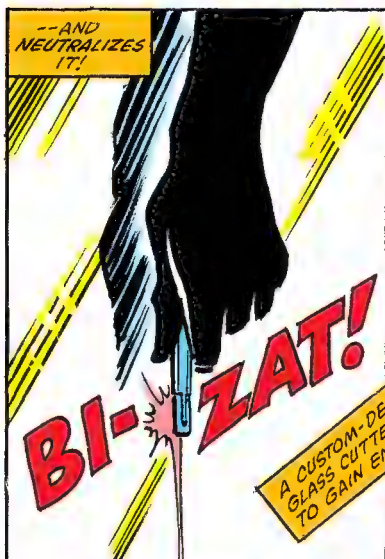
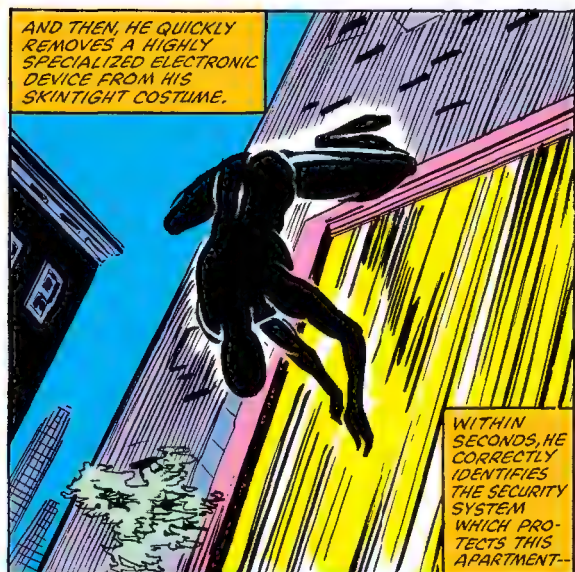
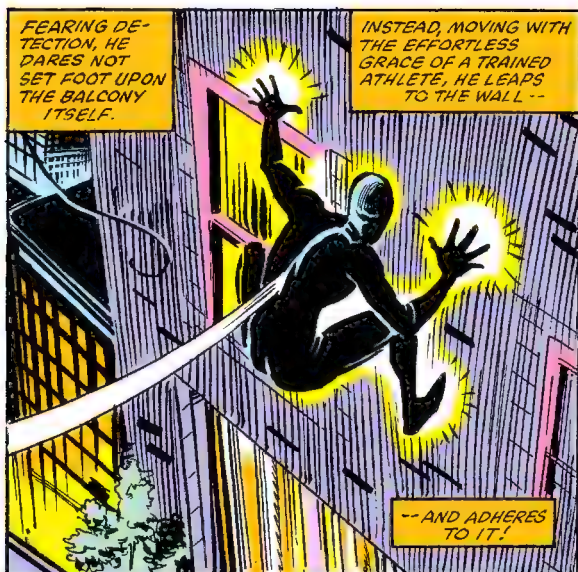
THE BALCONY BECKONS  
IN THE MOONLIGHT, AND  
HE KNOWS THAT HIS  
MISSION NEARS COM-  
PLETION.

SOON, HE WILL  
BE RICH...

...RICH BEYOND ALL  
DREAMS OF AVARICE!

TOM DEFALCO -- WRITER  
RON FRENZ -- PENCILER  
JOSEF RUBINSTEIN -- INKER  
JOE ROSEN -- LETTERER  
GLYNIS WEIN -- COLORIST  
DANNY FINGEROTH -- EDITOR  
JIM SHOOTER -- EDITOR IN CHIEF

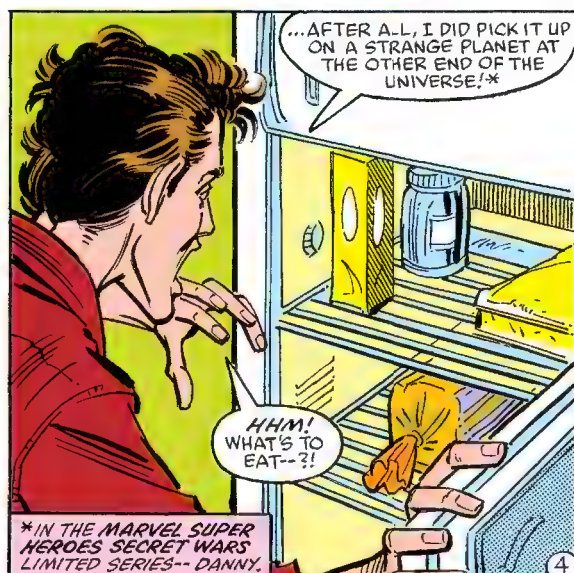
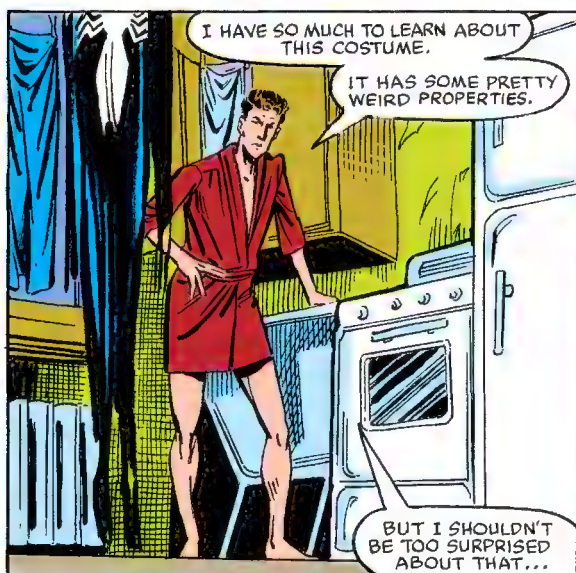
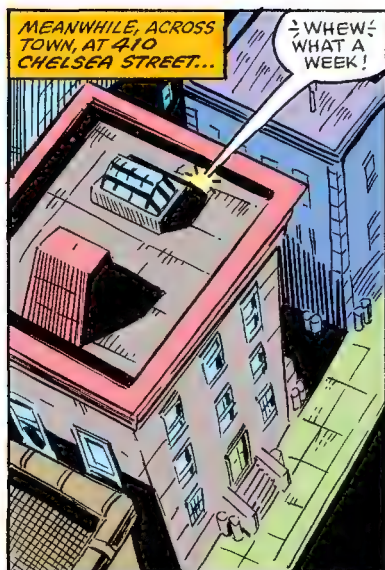




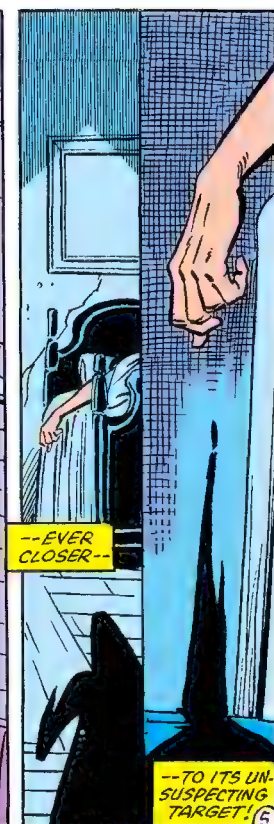
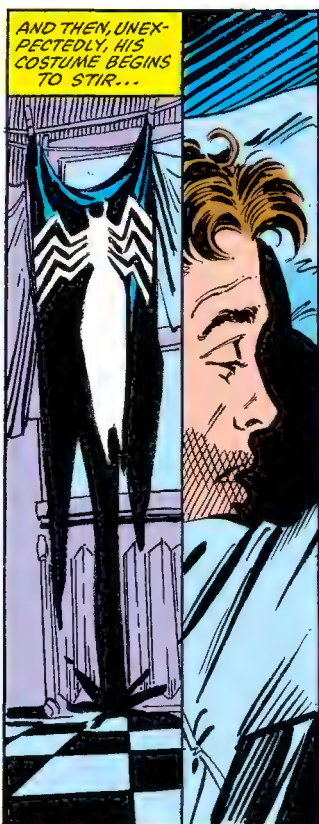
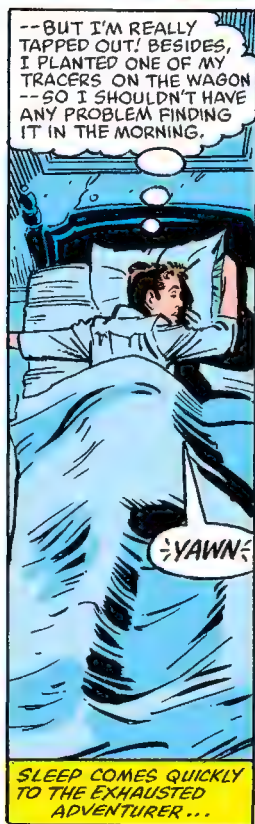
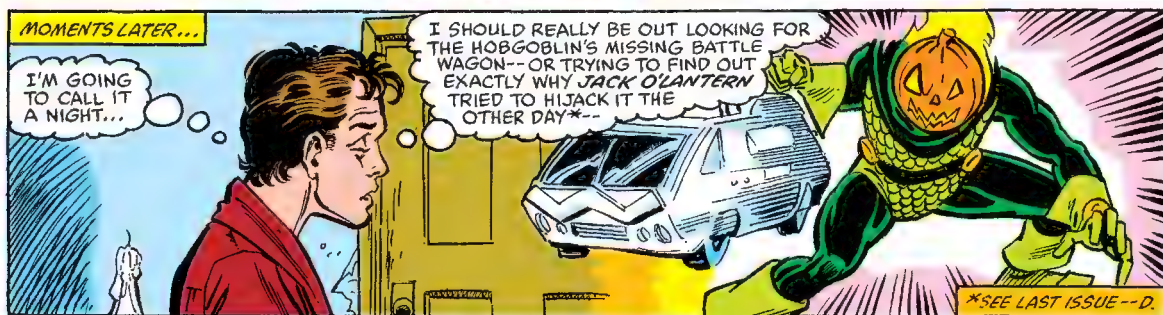
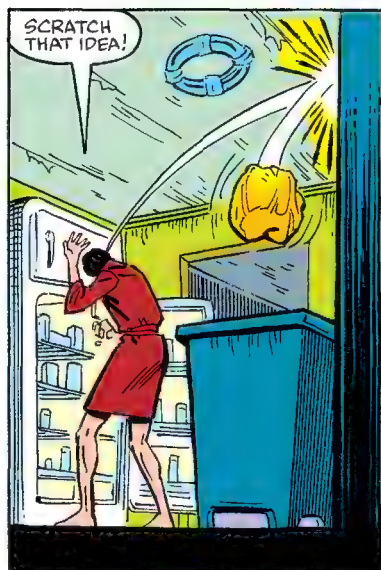
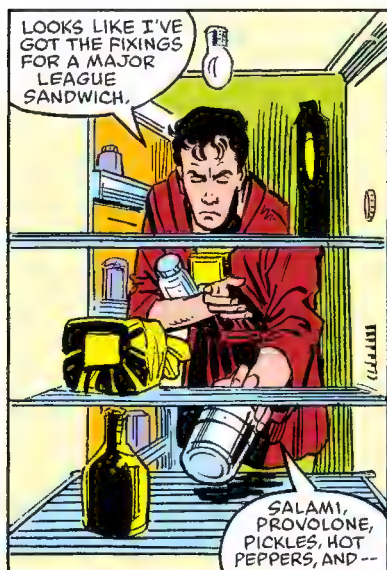
















ELSEWHERE...

I AM GLAD TO SEE THAT YOU HAVE FINALLY GOTTEN YOURSELF UNDER CONTROL.



HERE. PERHAPS THIS WILL HELP CALM YOU.

I STILL DON'T UNDERSTAND--!

WHO ARE YOU?!



MY REAL NAME IS NONE OF YOUR CONCERN. BESIDES, IN THIS COUNTRY MY COMPANIONS AND I ARE BETTER KNOWN AS--

--THE RED GHOST AND HIS SUPER-APES!



OH, NO! HE'S ONE OF THOSE SUPER CRIMINALS ONE READS ABOUT! HE'S FOUGHT PEOPLE LIKE THE FANTASTIC FOUR AND IRON MAN!

THE BRANDY IS GOOD, YES?



MINUTES LATER...

COME, NOW THAT YOU'VE HAD A CHANCE TO RELAX, I'D LIKE TO SHOW YOU MY HOME. I'M QUITE PROUD OF IT.

HOWEVER, I MUST WARN YOU THAT MY PETS WOULDN'T LOOK KINDLY ON ANY ATTEMPT TO ESCAPE...

...ESPECIALLY SINCE THEY WAITED SO LONG FOR YOUR ARRIVAL.

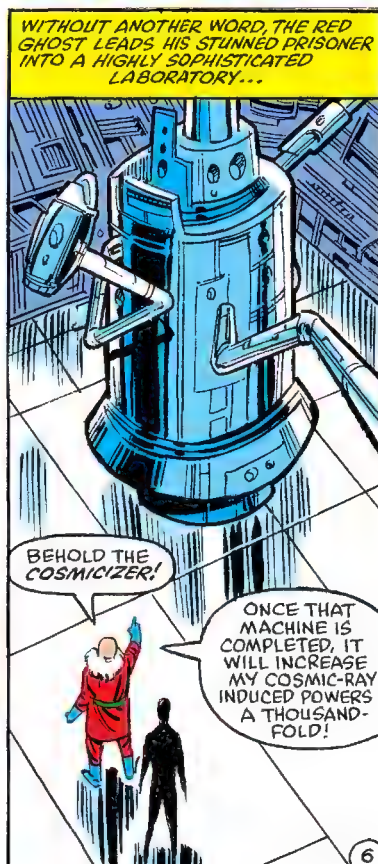
WHAT?! YOU ALMOST SOUND LIKE YOU WERE EXPECTING ME...



OF COURSE WE WERE. A PROFESSIONAL THIEF DOESN'T ROB APARTMENTS AT RANDOM. SOMEONE RECOMMENDED THIS PLACE TO YOU. SOMEONE IN MY EMPLOY.

SO! I WAS SET UP!

YOU ARE HERE... BECAUSE I HAVE NEED OF SOMEONE WITH YOUR PARTICULAR TALENTS.

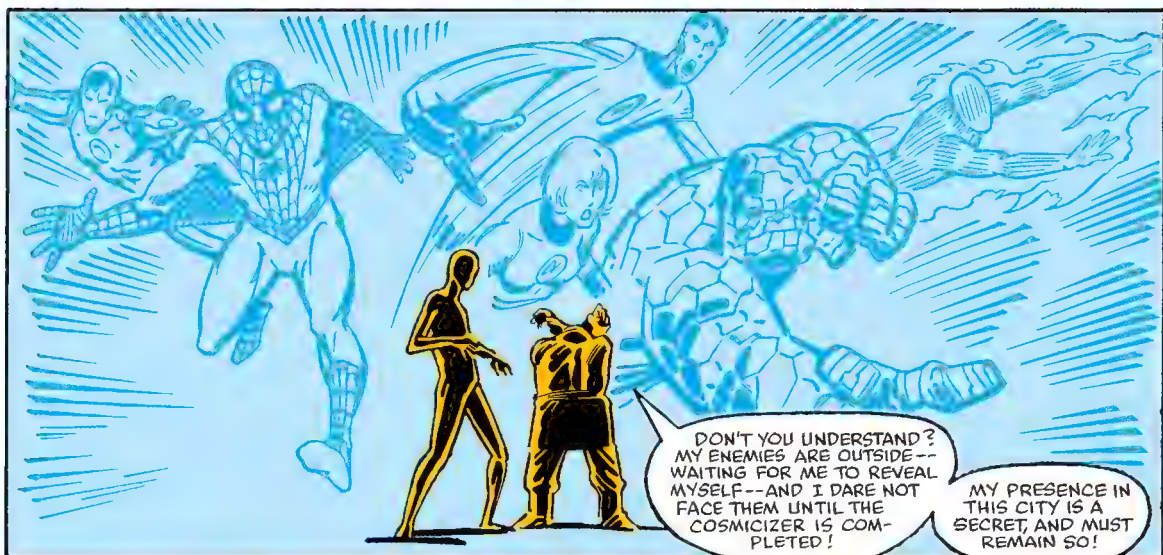


WITHOUT ANOTHER WORD, THE RED GHOST LEADS HIS STUNNED PRISONER INTO A HIGHLY SOPHISTICATED LABORATORY...

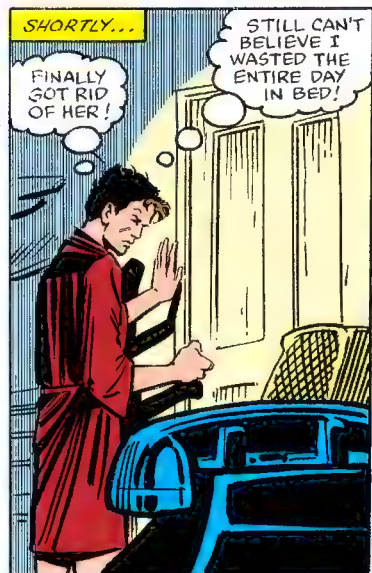
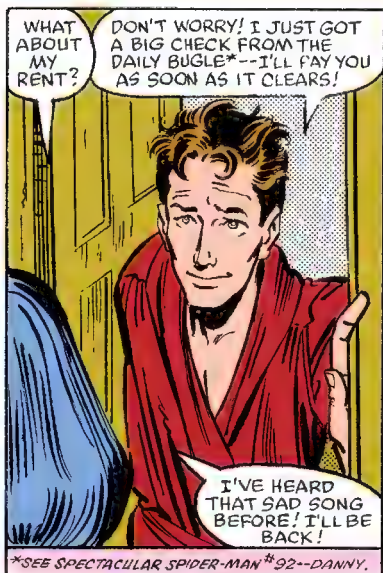
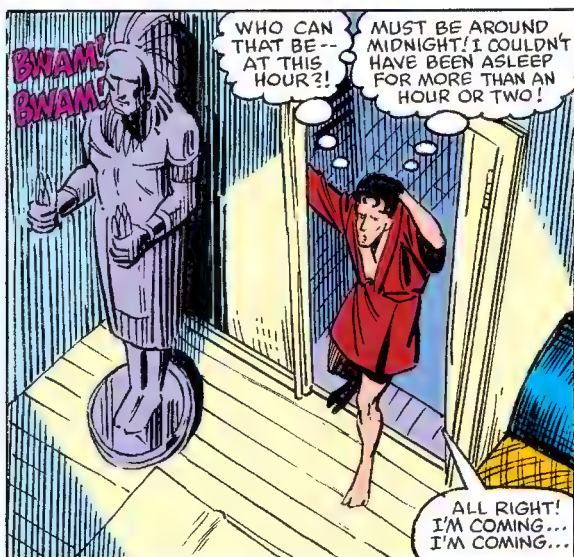
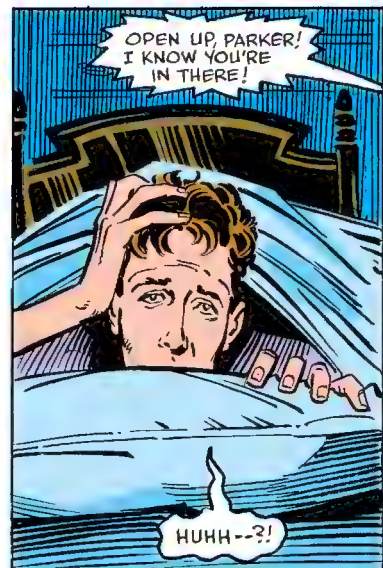
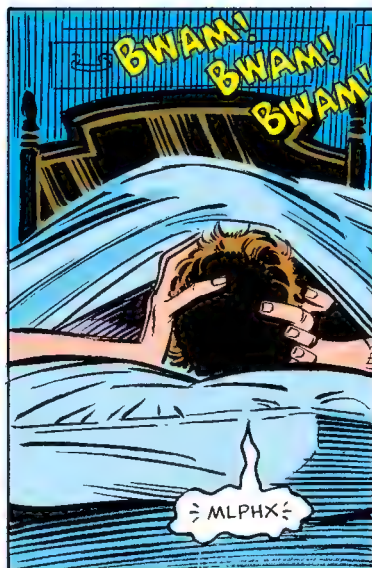
BEHOLD THE COSMICIZER!

ONCE THAT MACHINE IS COMPLETED, IT WILL INCREASE MY COSMIC-RAY INDUCED POWERS A THOUSAND-FOLD!

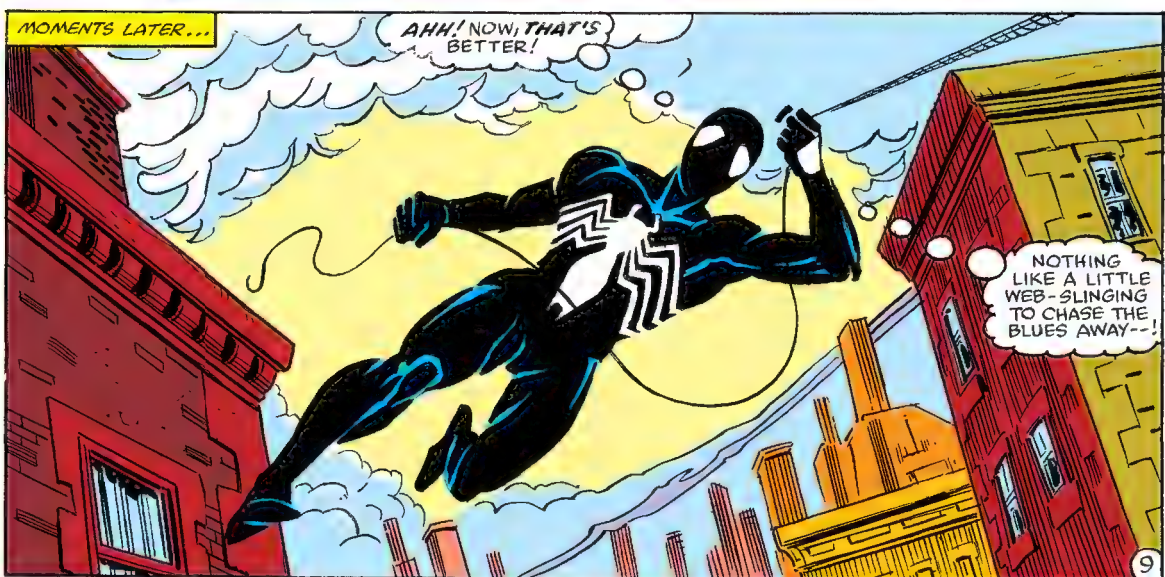
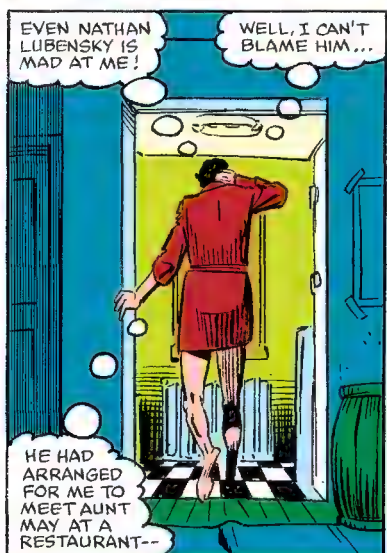
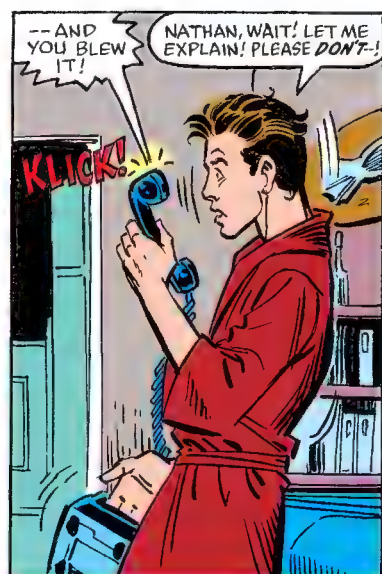




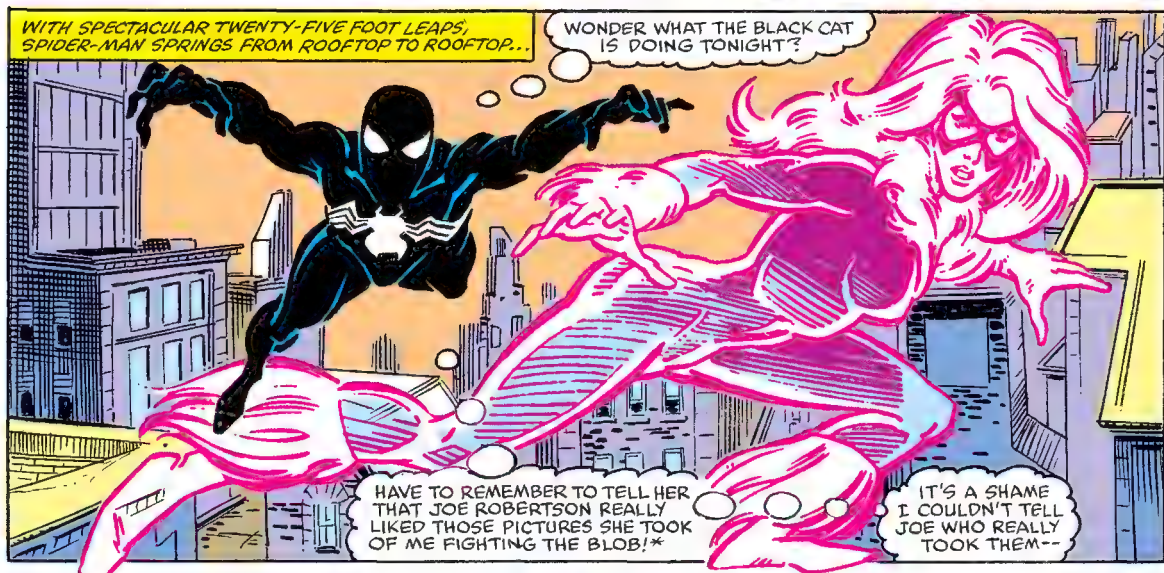
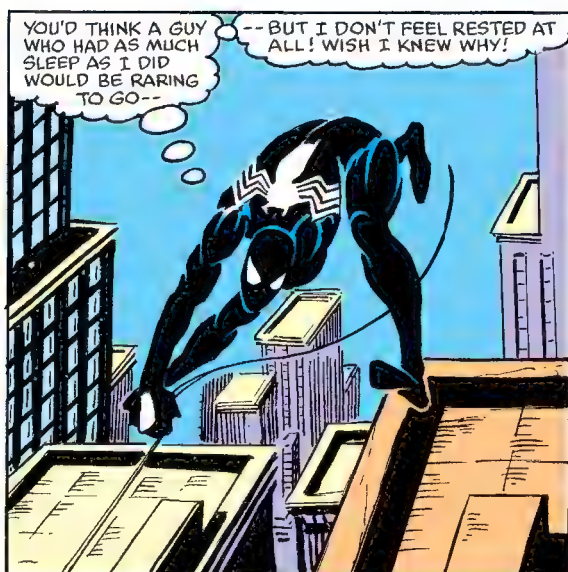






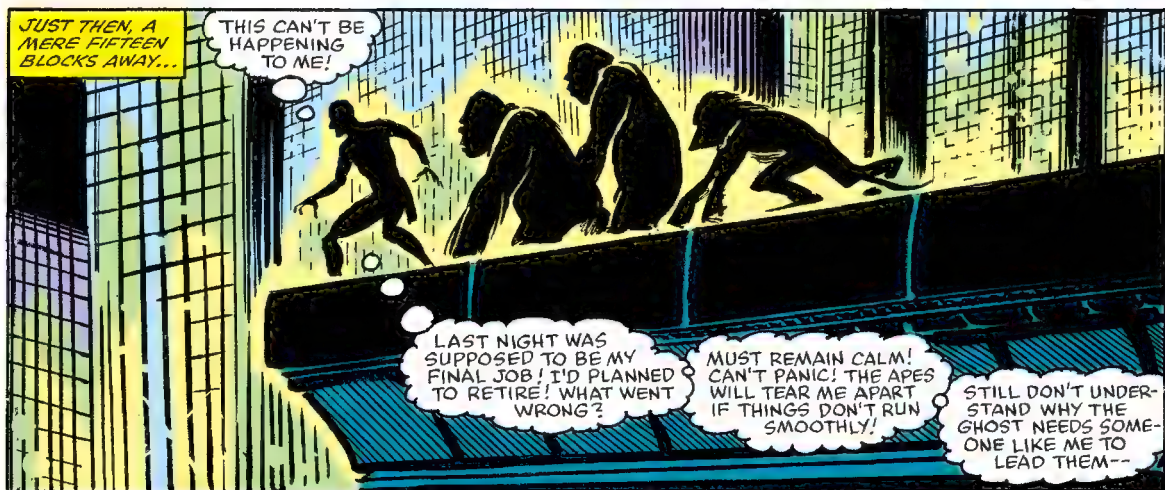






\* SEE SPECTACULAR SPIDER-MAN #91--DANNY.





JUST THEN, A  
MERE FIFTEEN  
BLOCKS AWAY...

THIS CAN'T BE  
HAPPENING  
TO ME!

LAST NIGHT WAS  
SUPPOSED TO BE MY  
FINAL JOB! I'D PLANNED  
TO RETIRE! WHAT WENT  
WRONG?

MUST REMAIN CALM!  
CAN'T PANIC! THE APES  
WILL TEAR ME APART  
IF THINGS DON'T RUN  
SMOOTHLY!

STILL DON'T UNDER-  
STAND WHY THE  
GHOST NEEDS SOME-  
ONE LIKE ME TO  
LEAD THEM--



--UNLESS HIS FEAR OF  
THE OUTDOORS IS  
GREATER THAN  
HE LET ON!

SURE! I'LL BET HE'S  
AGORAPHOBIC! THAT  
WOULD EXPLAIN WHY  
HE NEVER LEAVES  
HIS APARTMENT!

THERE'S THE JEWELRY  
STORE HE ORDERED  
US TO ROB.



I KNOW THAT ONE  
OF YOU IS A SHAPE-  
CHANGER-- BUT  
WHICH ONE?

GRRRR!

ER...  
RIGHT.

LISTEN CLOSELY! WE'VE  
GOT TO GET DOWN TO  
THE STREET --



"--AND I WANT  
YOU TO TAKE US!"



WHAT A RIDE! MY  
STOMACH MAY NEVER  
RECOVER FROM IT!

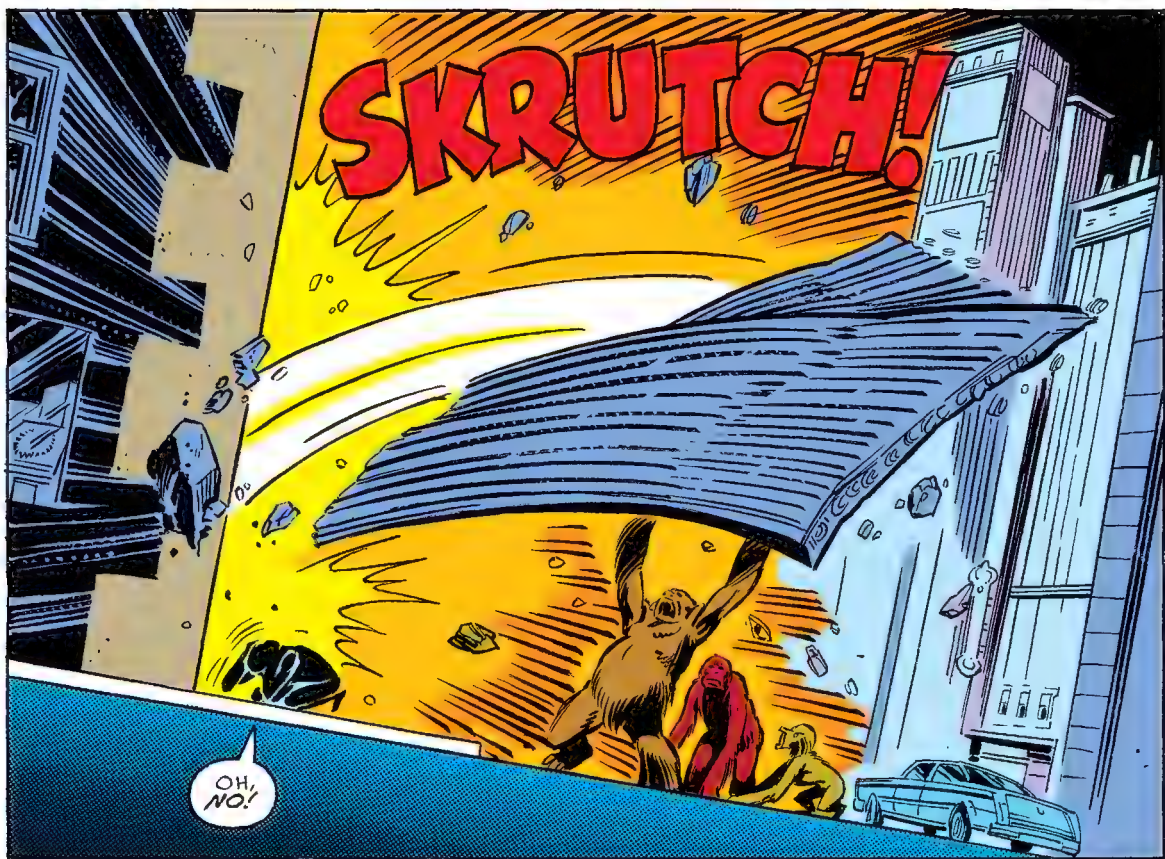
STAY BACK!  
IT'LL JUST TAKE  
ME A MOMENT  
TO PICK THESE  
LOCKS, AND--



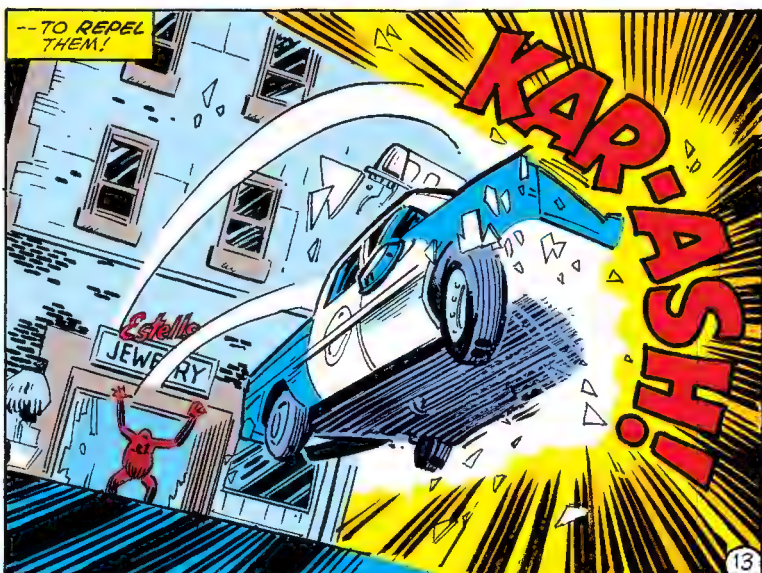
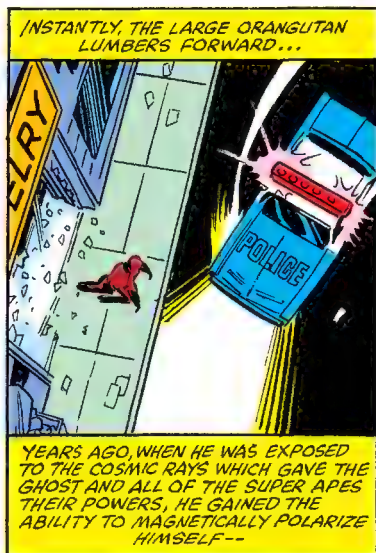
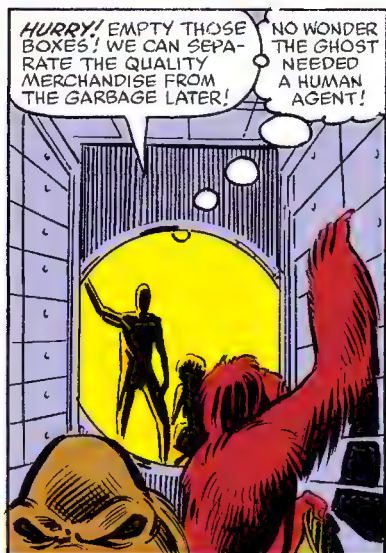
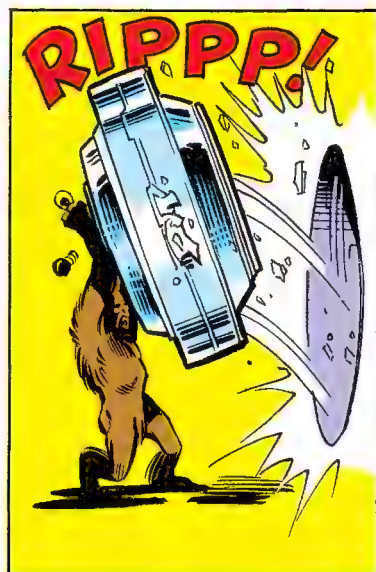
HEY!

DON'T--!

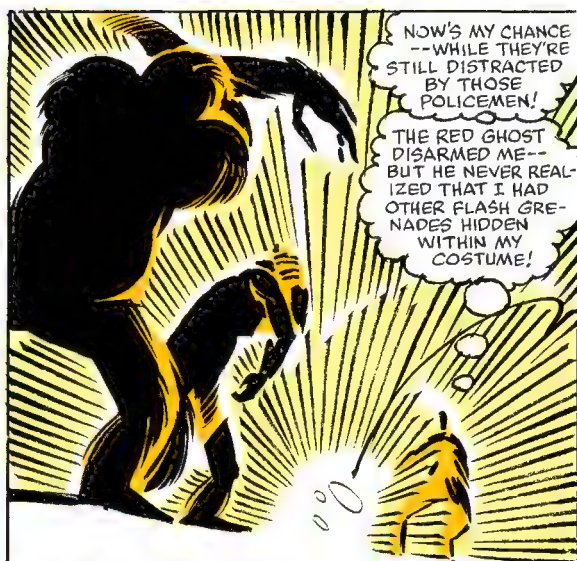




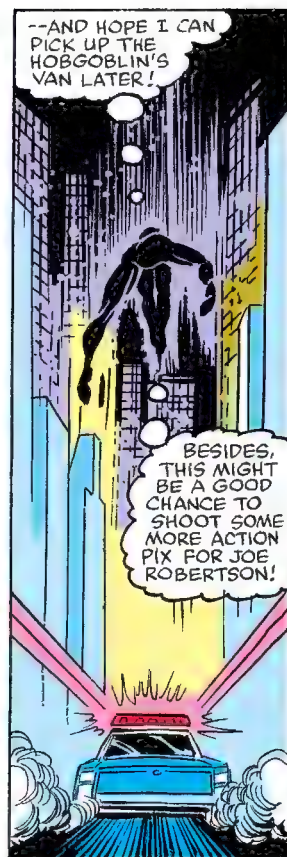




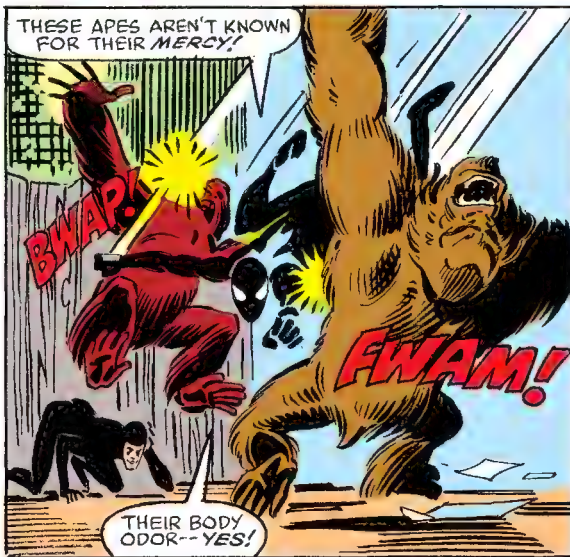
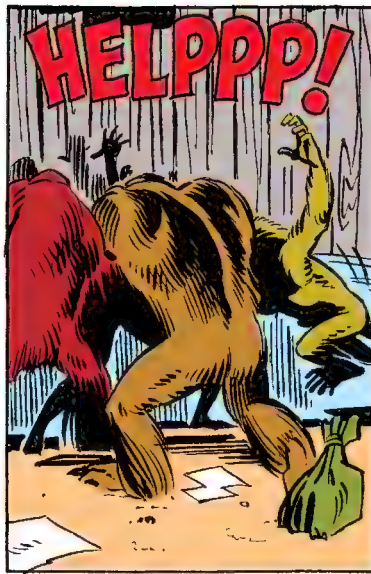




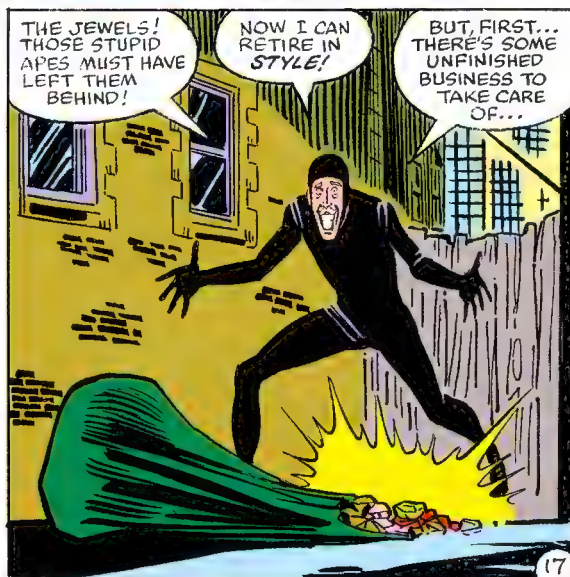




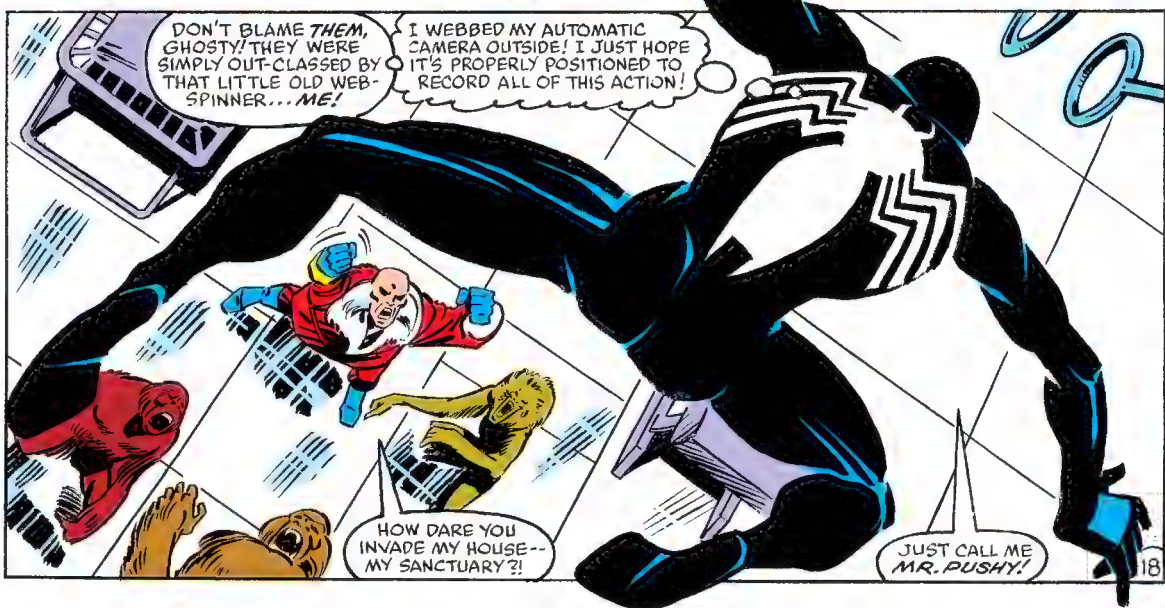




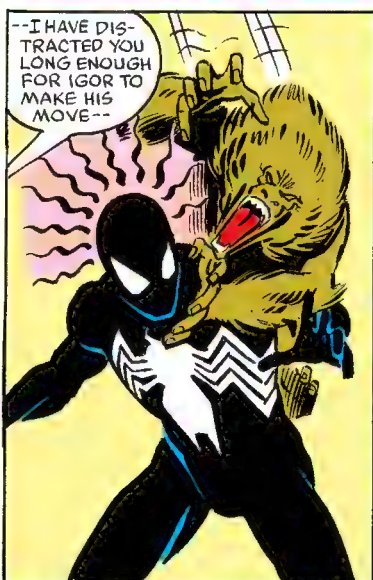










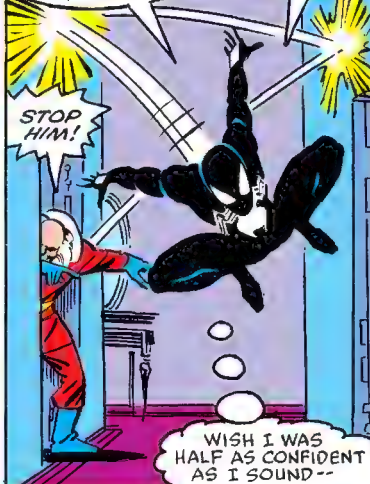




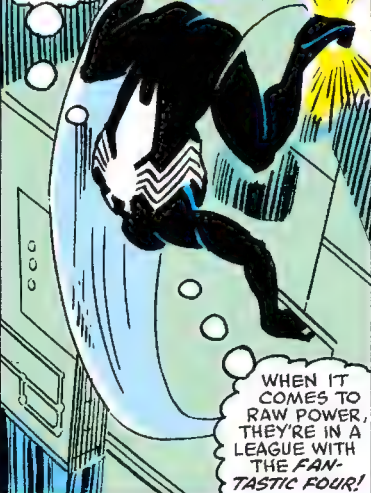
BUT THEN, REFUSING TO ACCEPT DEFEAT, SPIDER-MAN STRAINS AGAINST THE SLITHERING MONSTER WITH ALL THE POWER OF HIS SUPERBLY MUSCLED BODY, UNTIL--



NOW THAT THAT'S SETTLED, I'D LIKE A TOUR OF THE PLACE!



--THESE GUYS ARE TOUGH!



AH! FROM THE FOX'S DESCRIPTION, THAT'S WHAT I'VE BEEN LOOKING FOR-- THE COSMICIZER!



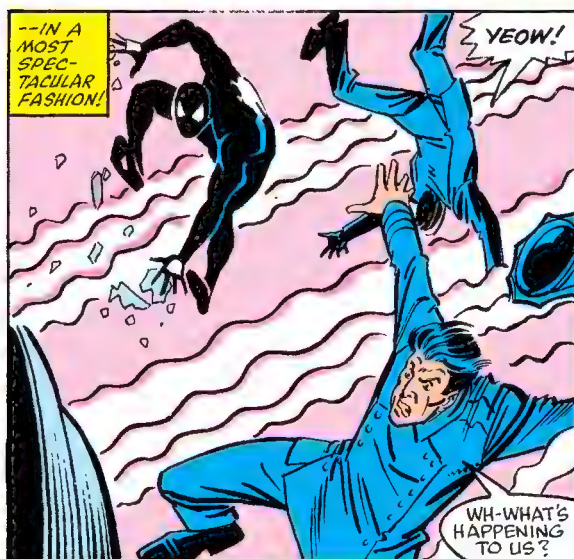
HE'S SUPPOSED TO BE THE STRONG ONE OF THE GROUP!



"GRRR"? YOU'LL NEED BETTER ONE-LINERS THAN THAT--







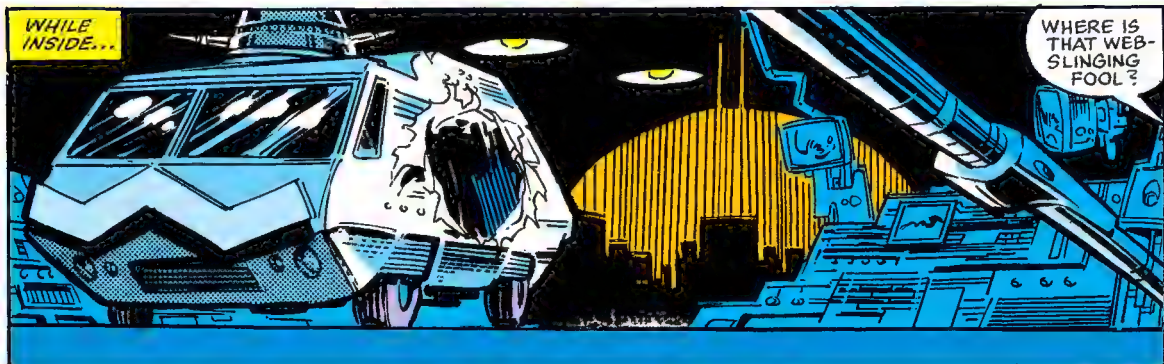




ELSEWHERE,  
AT THAT  
PRECISE  
MOMENT...

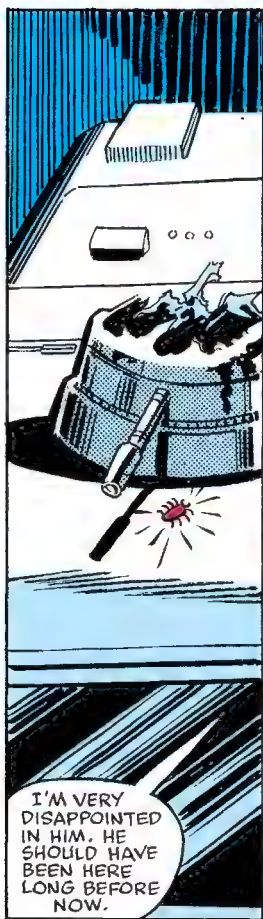
HA! HA! HA!

...COLD LAUGHTER  
DRIFTS OUTWARD  
FROM A DOCKSIDE  
WAREHOUSE...

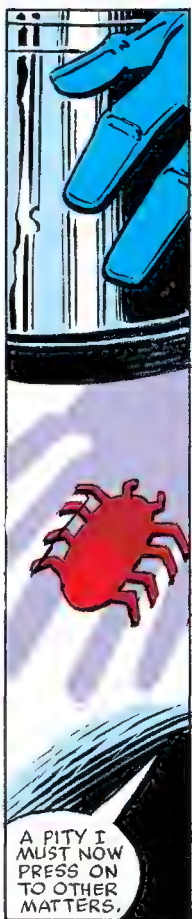


WHILE  
INSIDE...

WHERE IS  
THAT WEB-  
SLINGING  
FOOL?



I'M VERY  
DISAPPOINTED  
IN HIM. HE  
SHOULD HAVE  
BEEN HERE  
LONG BEFORE  
NOW.



A PITY I  
MUST NOW  
PRESS ON  
TO OTHER  
MATTERS.



I SUPPOSE I'LL  
JUST HAVE TO SET  
MY TRAP AT AN-  
OTHER TIME,  
ANOTHER PLACE...

IT DOESN'T  
REALLY  
MATTER,  
THOUGH.



WHEN  
NEXT WE  
MEET--

KRUNCH!



--SPIDER-MAN  
WILL SURELY DIE!

NEXT ISSUE!  
THE BLACK CAT! MARY  
JANE WATSON! THE  
RETURN OF THE ROSE!  
AND, A DEADLY NEW  
SUPER VILLAIN ARRIVES  
ON THE SCENE! DON'T  
MISS...

"BEWARE  
THE  
PUMA!"



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# *the* AMAZING SPIDER-MAN

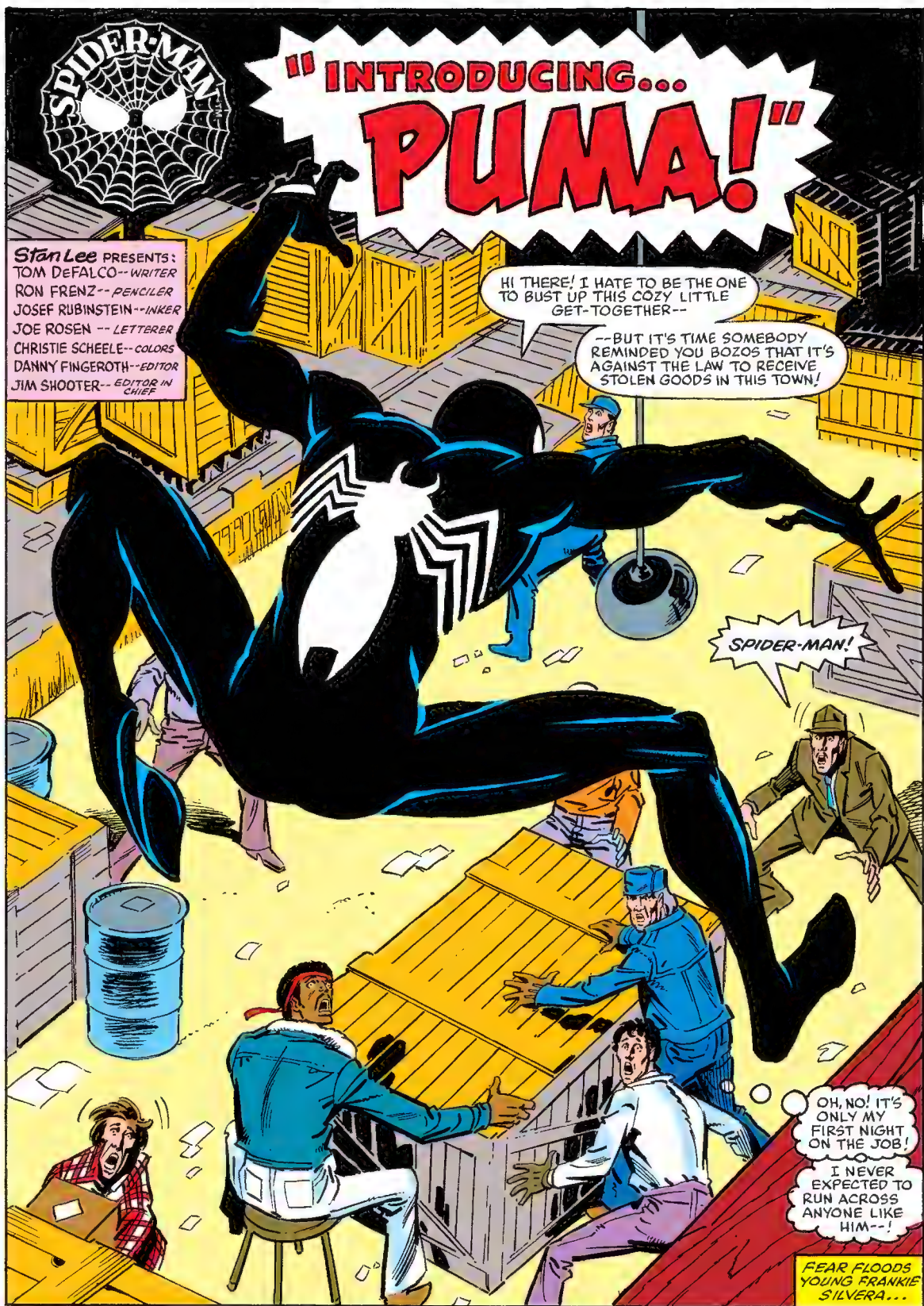
**INJURED...**

**HELPLESS...**

**...AND  
STALKED  
BY  
PUMA!**







Stan Lee PRESENTS:  
TOM DEFALCO--WRITER  
RON FRENZ--PENCILER  
JOSEF RUBINSTEIN--INKER  
JOE ROSEN -- LETTERER  
CHRISTIE SCHEEL--COLORS  
DANNY FINGEROTH--EDITOR  
JIM SHOOTER-- EDITOR IN CHIEF

"INTRODUCING...  
**PUMA!**"

HI THERE! I HATE TO BE THE ONE  
TO BUST UP THIS COZY LITTLE  
GET-TOGETHER--

--BUT IT'S TIME SOMEBODY  
REMINDED YOU BOZOS THAT IT'S  
AGAINST THE LAW TO RECEIVE  
STOLEN GOODS IN THIS TOWN!

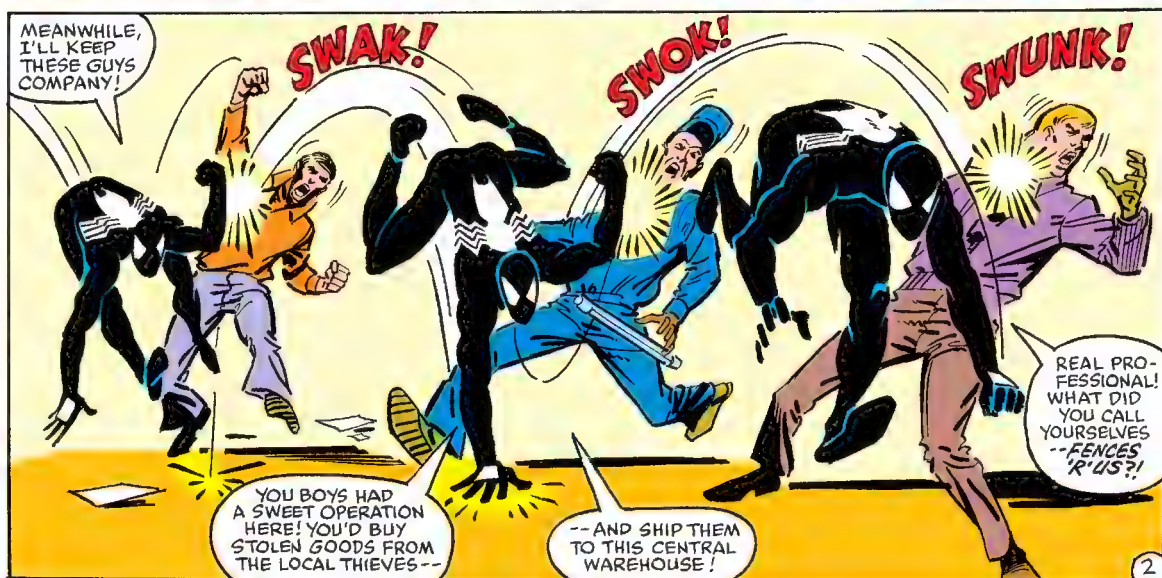
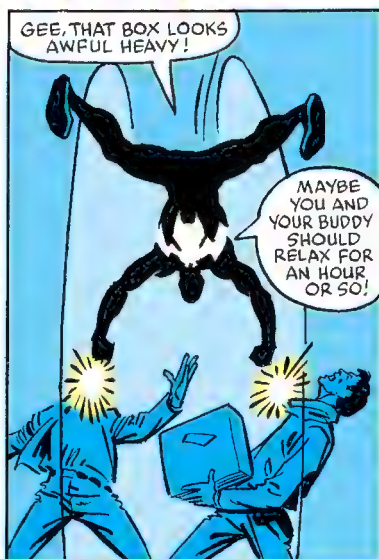
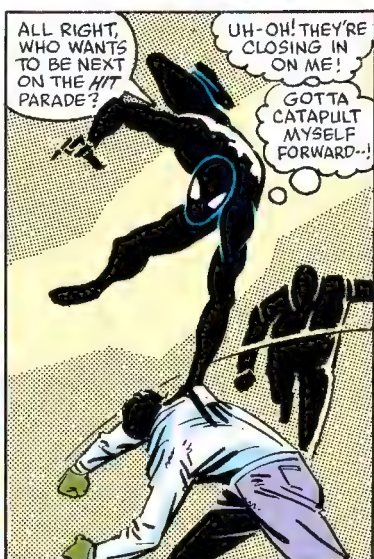
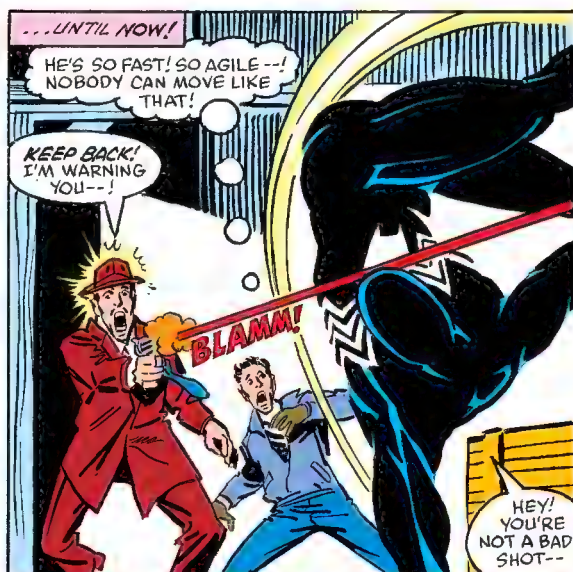
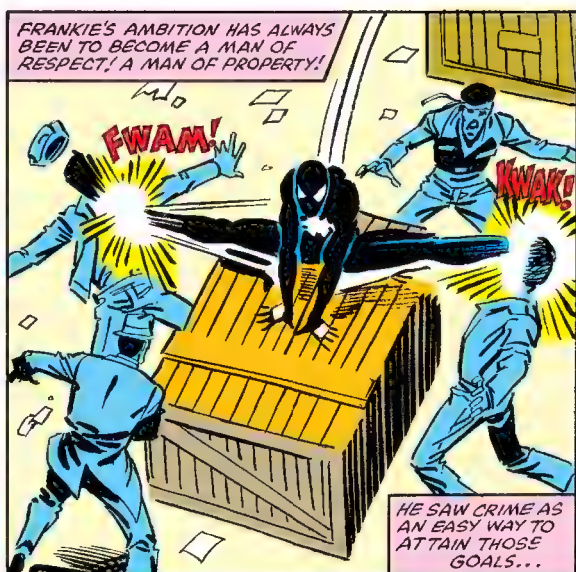
SPIDER-MAN!

OH, NO! IT'S  
ONLY MY  
FIRST NIGHT  
ON THE JOB!

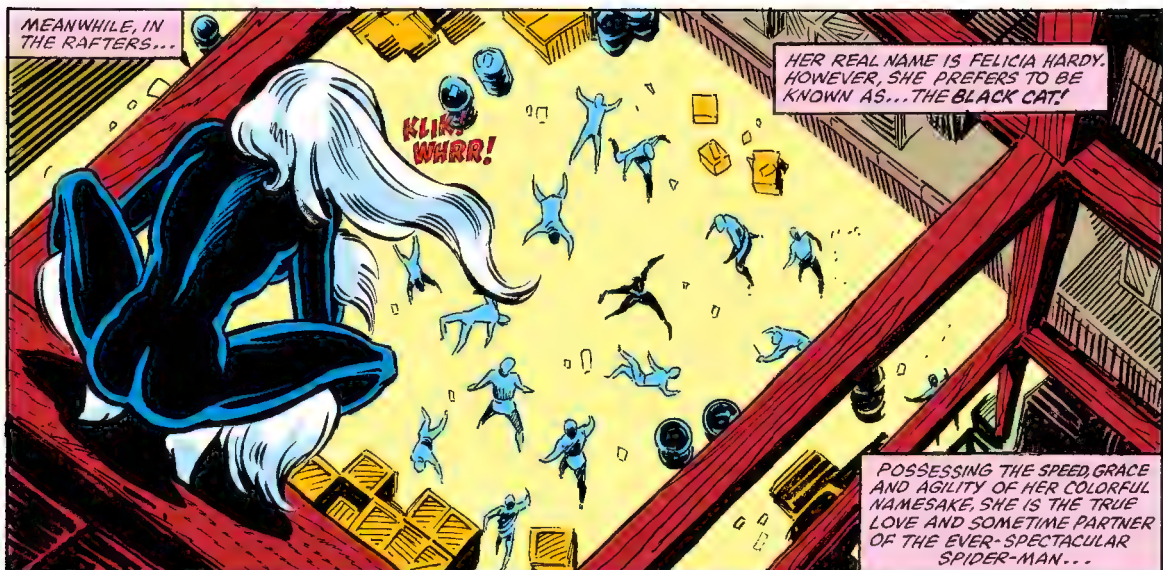
I NEVER  
EXPECTED TO  
RUN ACROSS  
ANYONE LIKE  
HIM--!

FEAR FLOODS  
YOUNG FRANKIE  
SILVERA...





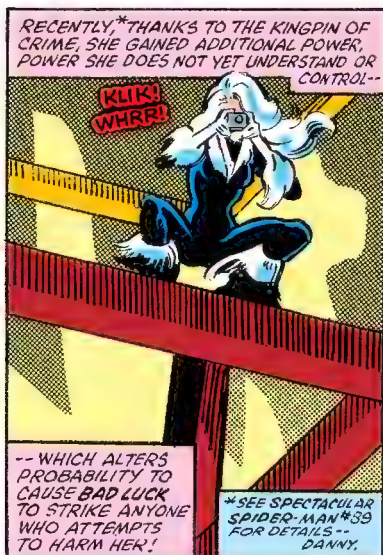




MEANWHILE, IN THE RAFTERS...

HER REAL NAME IS FELICIA HARDY. HOWEVER, SHE PREFERS TO BE KNOWN AS...THE BLACK CAT!

POSSESSING THE SPEED, GRACE AND AGILITY OF HER COLORFUL NAMESAKE, SHE IS THE TRUE LOVE AND SOMETIME PARTNER OF THE EVER-SPECTACULAR SPIDER-MAN...



RECENTLY,\* THANKS TO THE KINGPIN OF CRIME, SHE GAINED ADDITIONAL POWER, POWER SHE DOES NOT YET UNDERSTAND OR CONTROL--

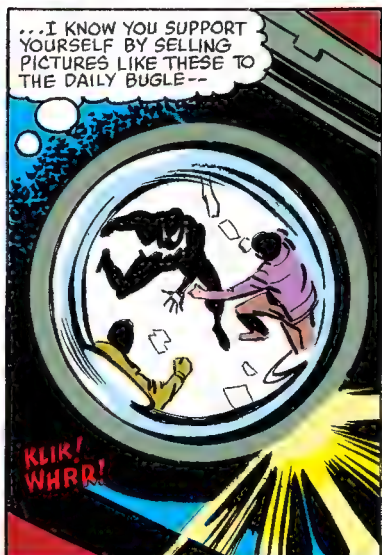
-- WHICH ALTERS PROBABILITY TO CAUSE BAD LUCK TO STRIKE ANYONE WHO ATTEMPTS TO HARM HER!

\*SEE SPECTACULAR SPIDER-MAN #39 FOR DETAILS-- DANNY.



SHE KEEPS THIS LAST POWER A CLOSELY GUARDED SECRET, EVEN FROM THE MAN SHE LOVES...

OH, SPIDER...



...I KNOW YOU SUPPORT YOURSELF BY SELLING PICTURES LIKE THESE TO THE DAILY BUGLE--

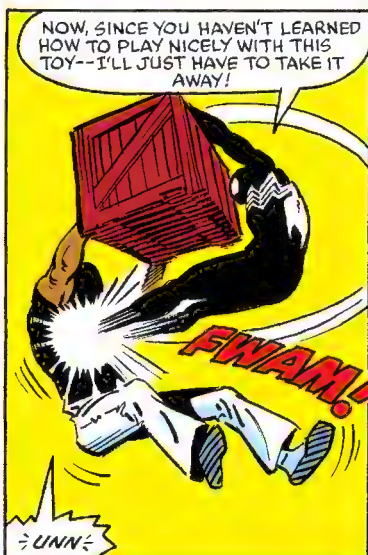
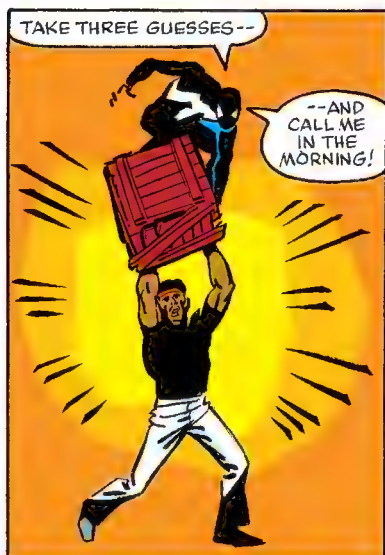
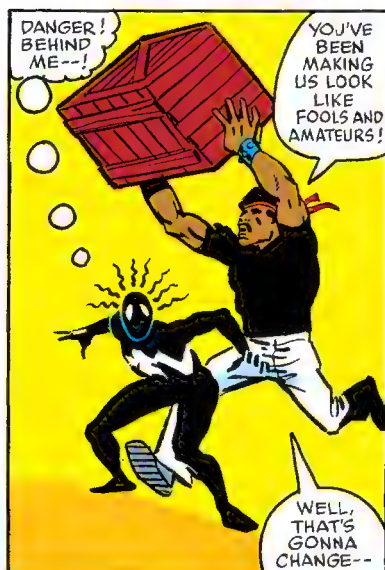


"-- BUT I WISH YOU WOULDN'T HOG ALL THE FUN--"



"-- FOR YOURSELF!"



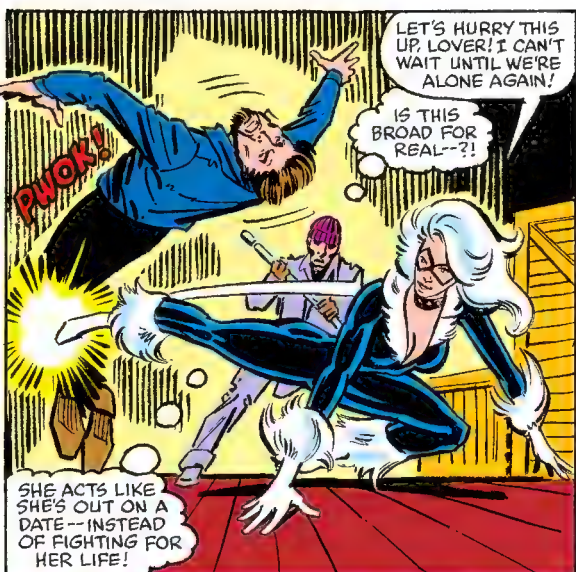






FLATTERER! YOU REALLY KNOW HOW TO TURN A GIRL'S HEAD!

SKWAK!



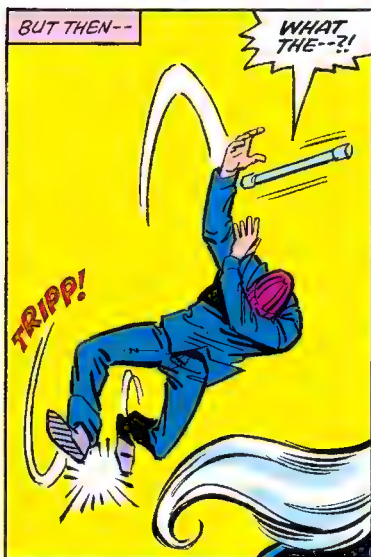
LET'S HURRY THIS UP, LOVER! I CAN'T WAIT UNTIL WE'RE ALONE AGAIN!

IS THIS BROAD FOR REAL--?!

SHE ACTS LIKE SHE'S OUT ON A DATE-- INSTEAD OF FIGHTING FOR HER LIFE!



SHE'LL SING A DIFFERENT TUNE AFTER I WRAP THIS HUNK OF STEEL AROUND HER PRETTY LITTLE NECK!



BUT THEN--

WHAT THE--?!

TRIPP!



CLUNK!



JUST THEN, FRANKIE SILVERA SEIZES A DISCARDED GUN...

I DON'T BELIEVE IT! RALPH MAC-- THAT JERK-- ACED HIMSELF!

WELL, I'M NOT GONNA SCREW UP LIKE HIM!

HERE'S WHERE I PROVE TO EVERYBODY THAT FRANKIE SILVERA HAS WHAT IT TAKES--!



ALL I GOTTA DO IS SQUEEZE THE TRIGGER, AND --

BWOON!

YEOW!

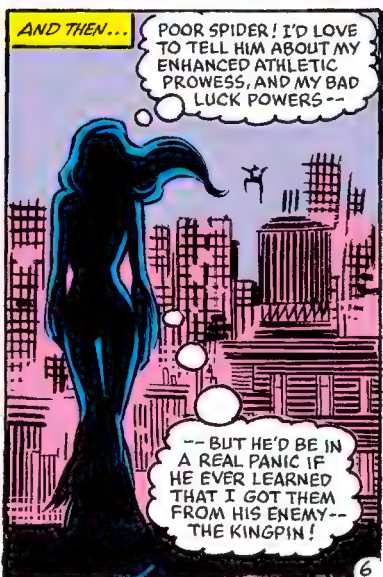
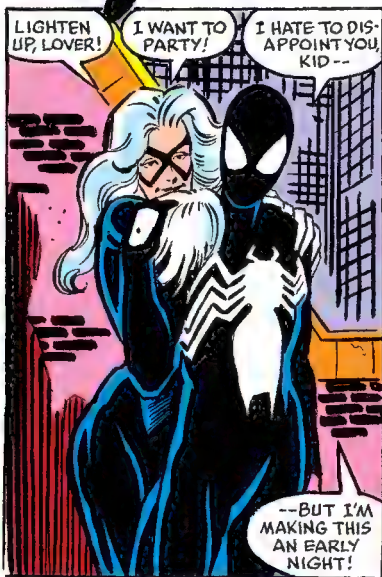
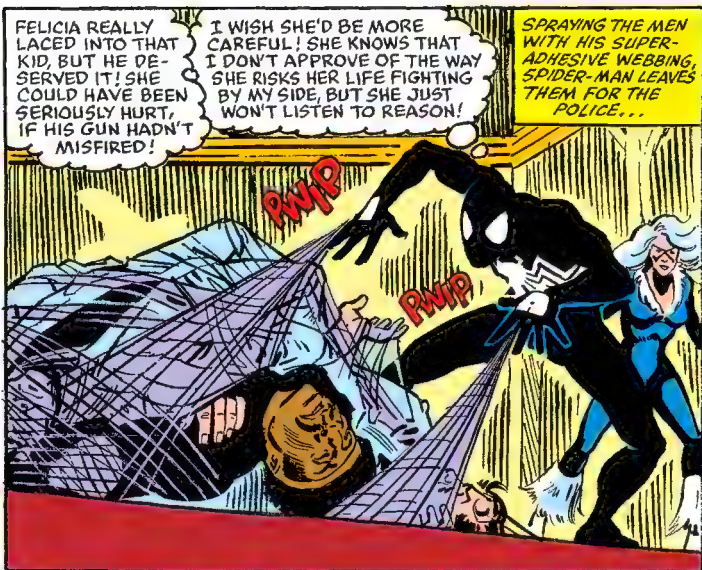


FOR SHAME! DIDN'T YOUR MOTHER EVER TEACH YOU THAT IT WASN'T POLITE TO POINT A GUN AT A LADY?!

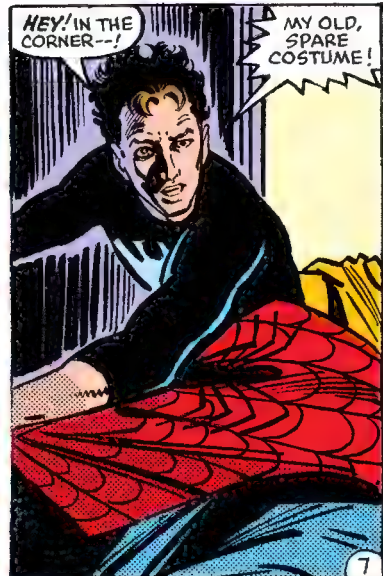
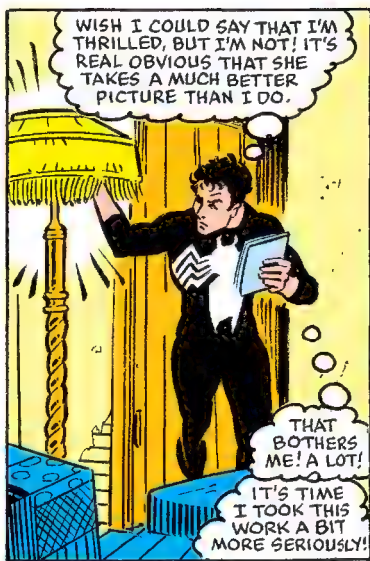
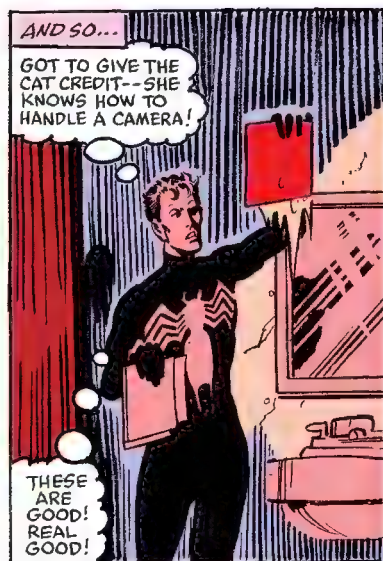
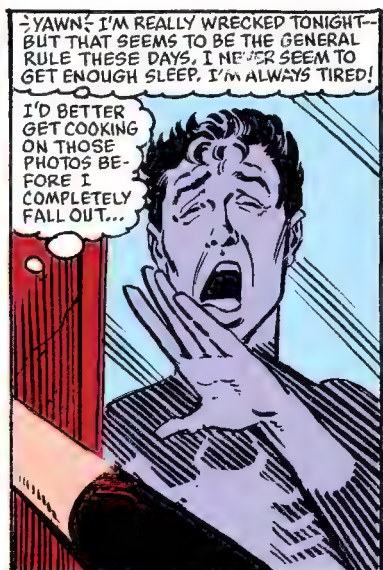
MY HAND--! FEELS LIKE IT'S BUSTED!

I'VE GOT NEWS FOR YOU, SWEETHEART--

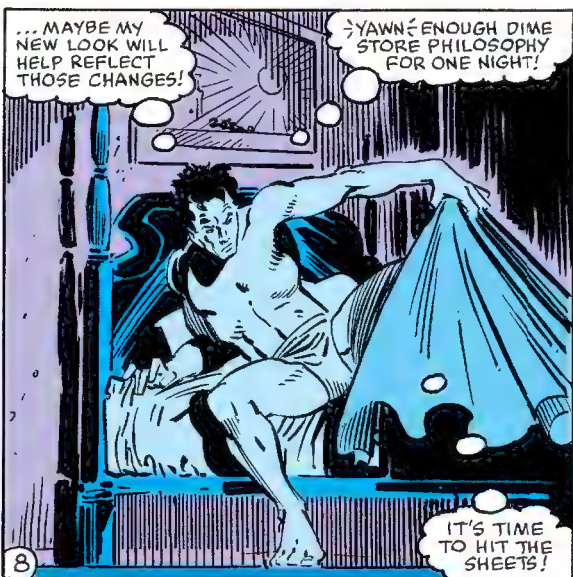
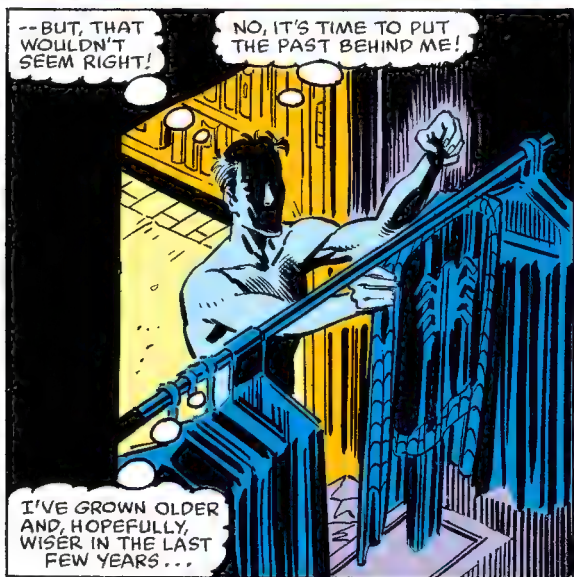
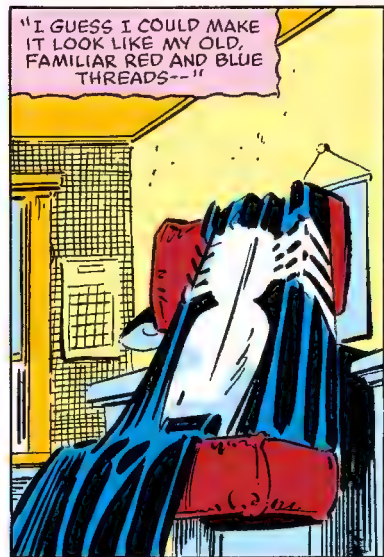
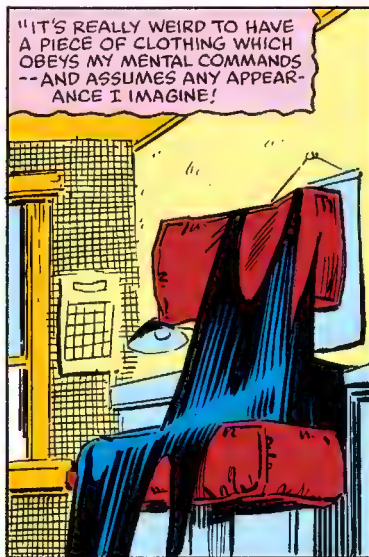
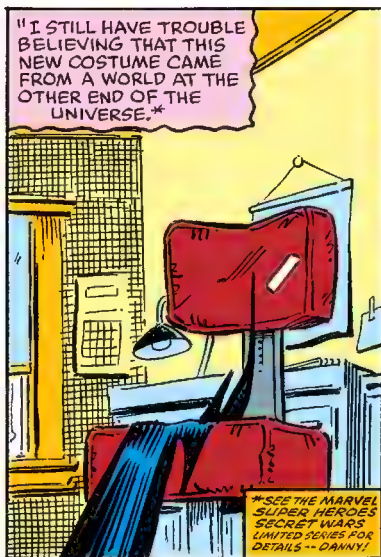
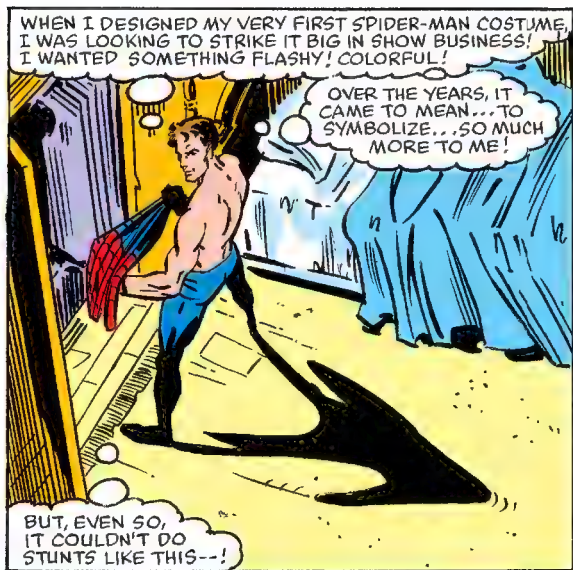




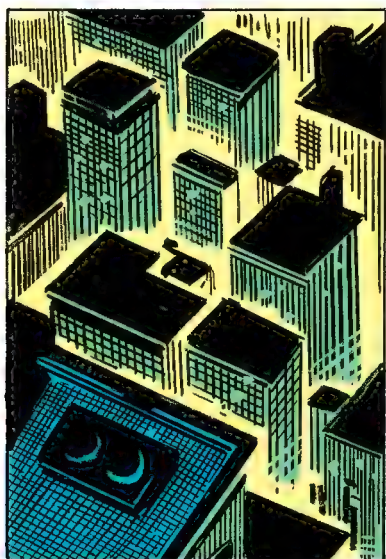
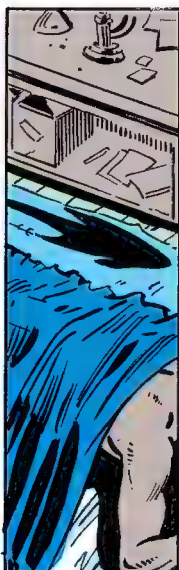
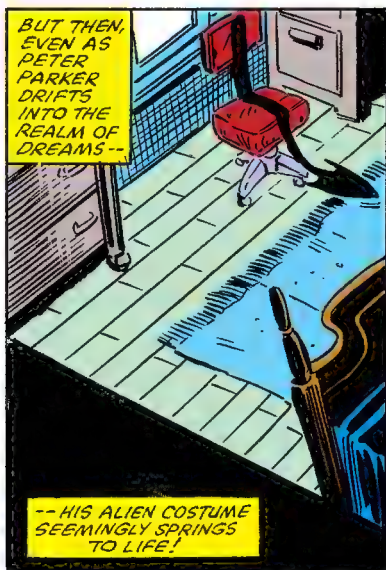




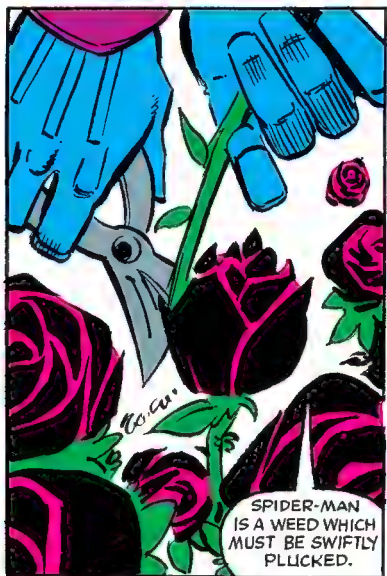
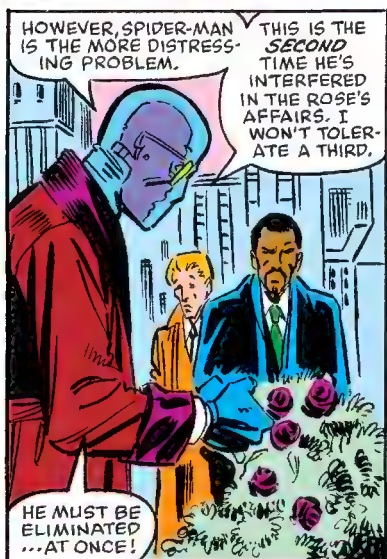
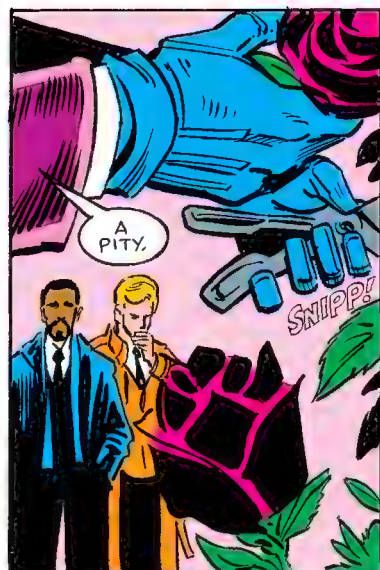
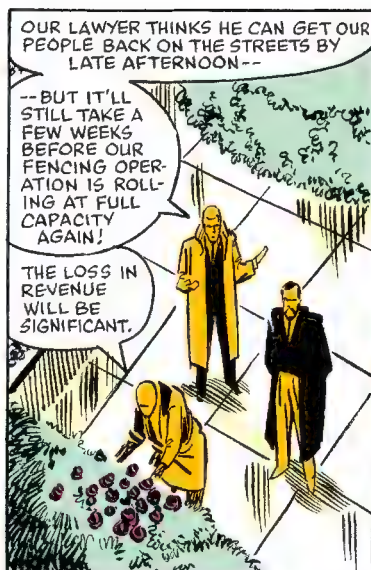
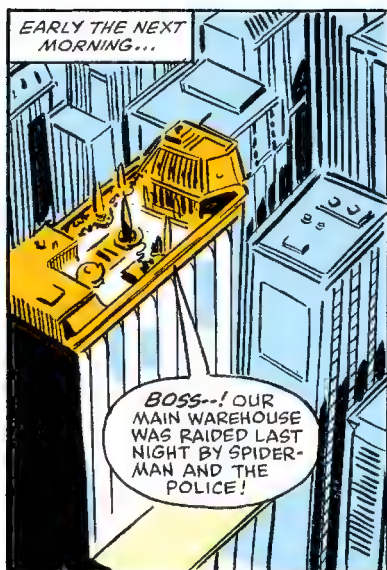




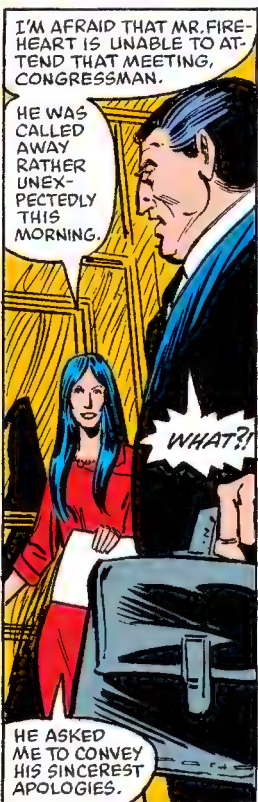
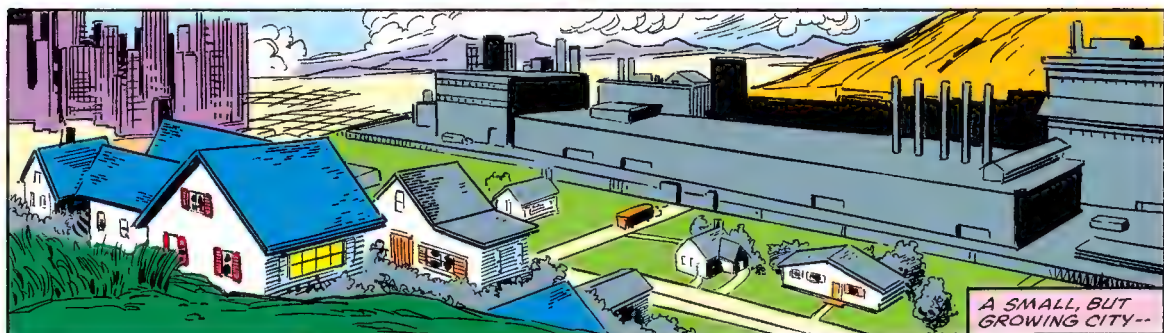
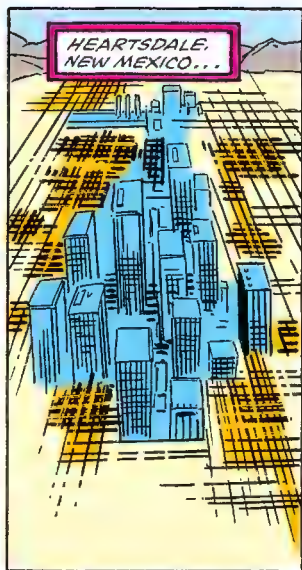
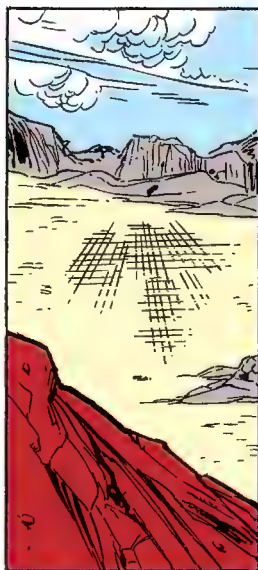
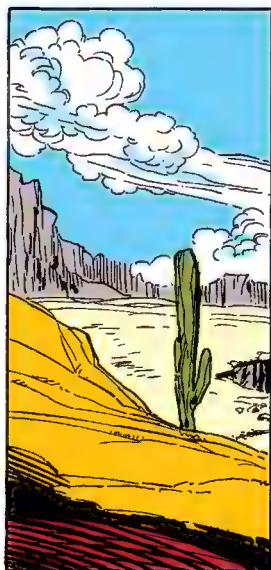
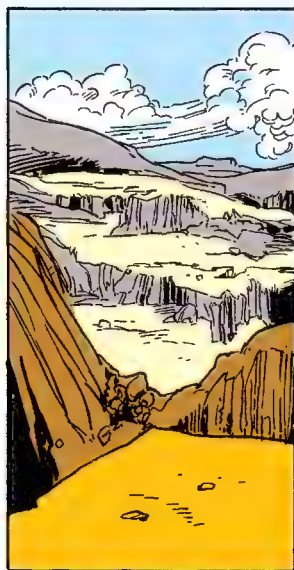




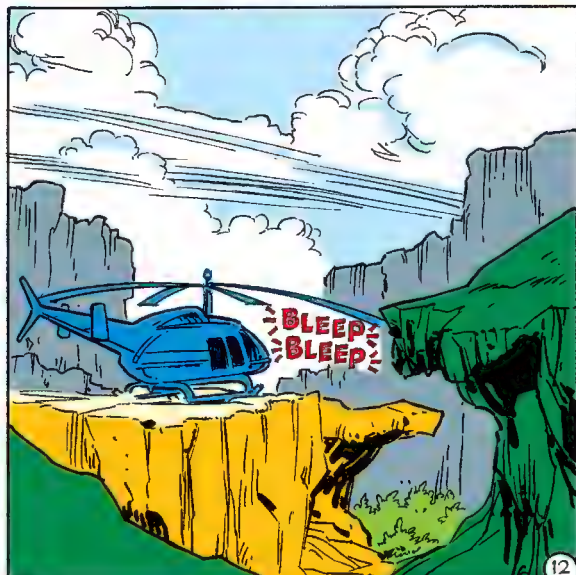
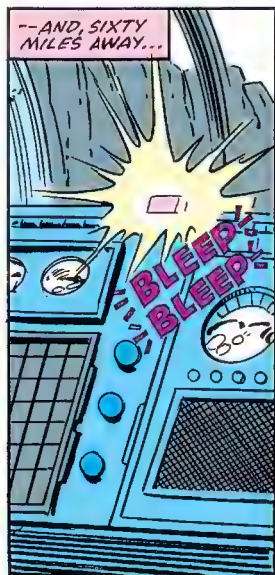
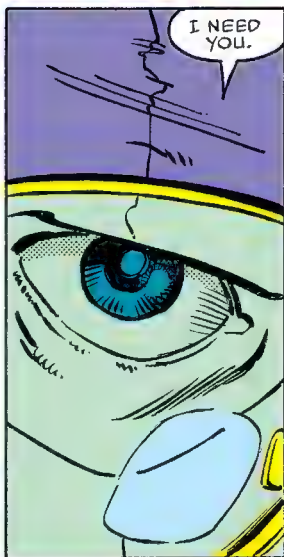
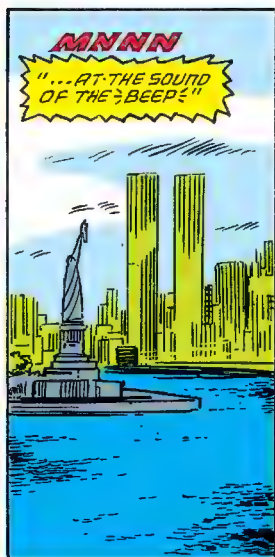
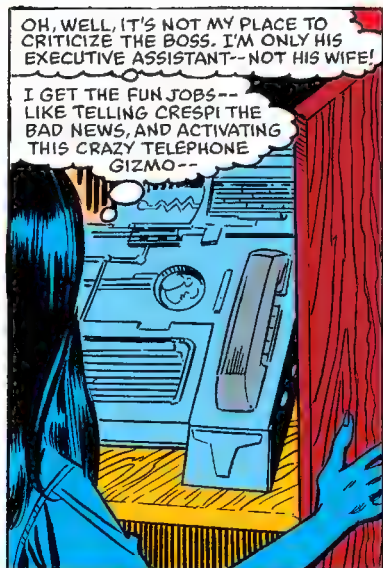








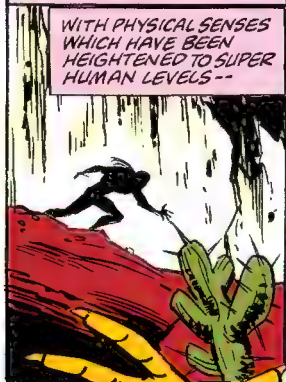






MEANWHILE, SEVERAL HUNDRED YARDS FROM THE HELICOPTER, A MANLIKE FIGURE RACES ALONG THE UNEVEN GROUND.

WITH PHYSICAL SENSES WHICH HAVE BEEN HEIGHTENED TO SUPER HUMAN LEVELS--

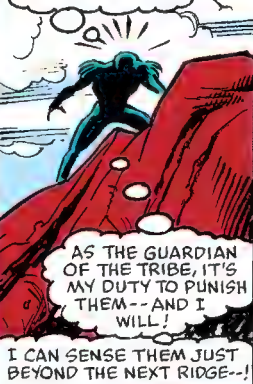


--HE FOLLOWS A SPOOR THAT WOULD BE TOTALLY INVISIBLE TO MOST HUMAN TRACKERS!

THEY DON'T KNOW IT YET-- BUT THEY'RE GOING TO DIE FOR WHAT THEY DID LAST NIGHT!



IT'S THEIR OWN FAULT! THEY SHOULDN'T HAVE ENTERED THE RESERVATION --AND SLAUGHTERED THOSE ANIMALS!

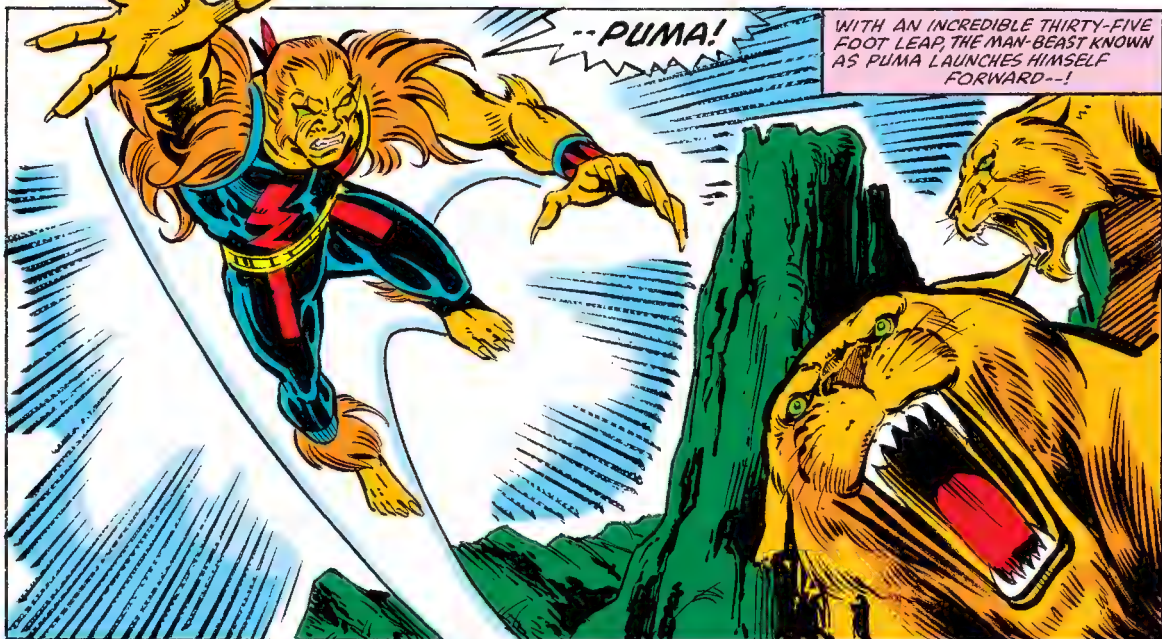
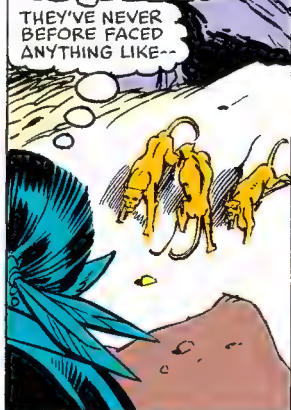


AS THE GUARDIAN OF THE TRIBE, IT'S MY DUTY TO PUNISH THEM-- AND I WILL!

I CAN SENSE THEM JUST BEYOND THE NEXT RIDGE--!

THEY'RE CONFUSED! FRIGHTENED! THEY DON'T KNOW WHAT TO MAKE OF MY SCENT!

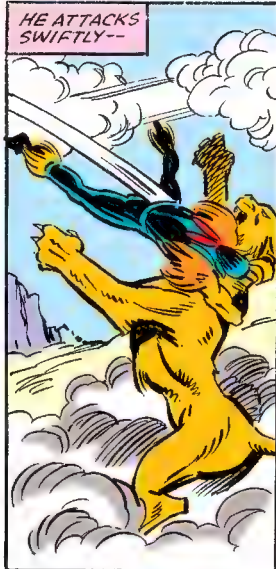
THEY'VE NEVER BEFORE FACED ANYTHING LIKE--



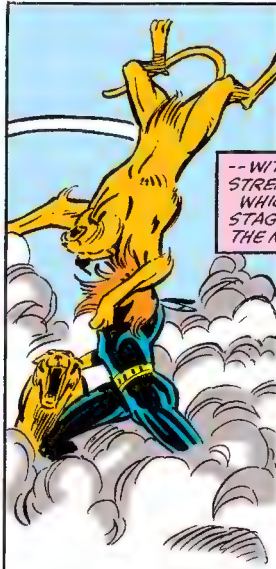
--PUMA!

WITH AN INCREDIBLE THIRTY-FIVE FOOT LEAP, THE MAN-BEAST KNOWN AS PUMA LAUNCHES HIMSELF FORWARD--!

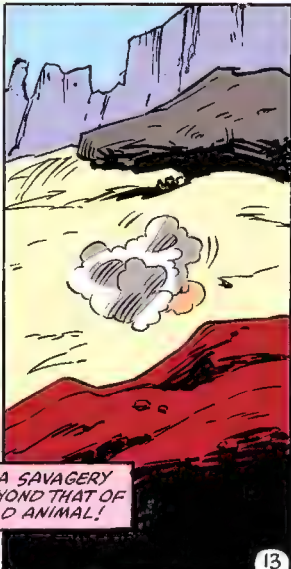
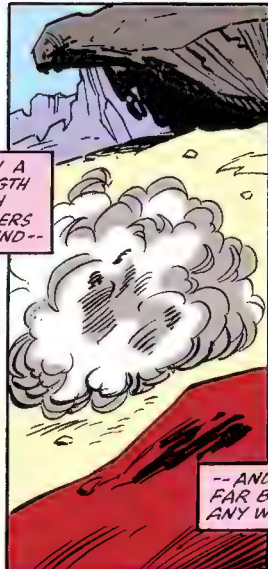
HE ATTACKS SWIFTLY--



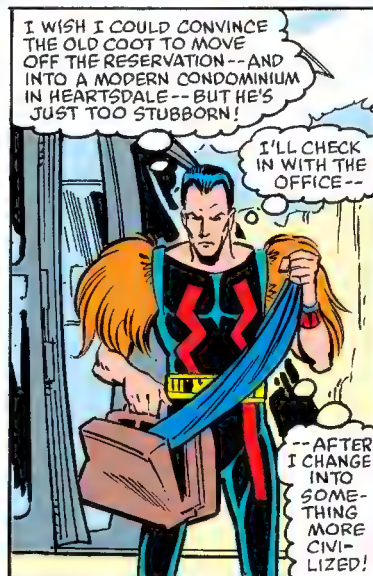
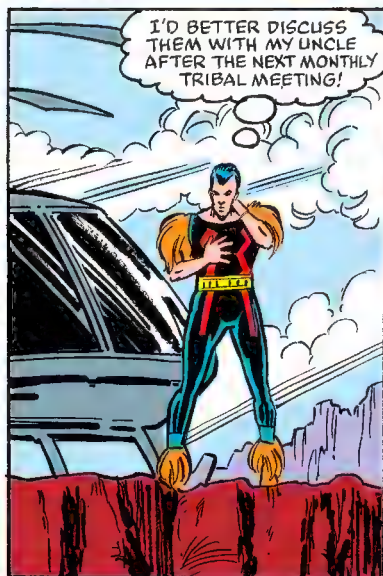
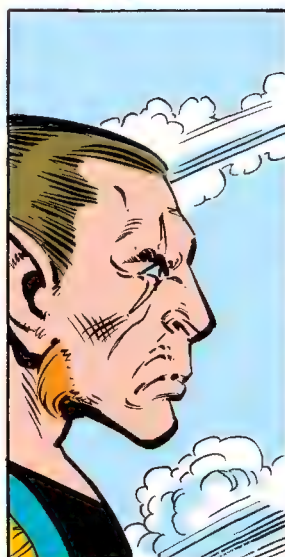
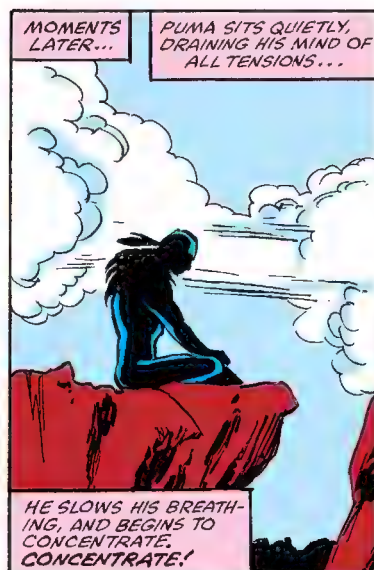
--WITH A STRENGTH WHICH STAGGERS THE MIND--



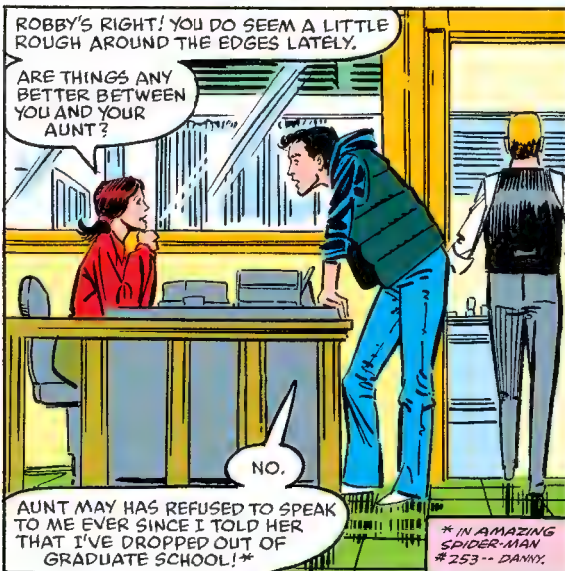
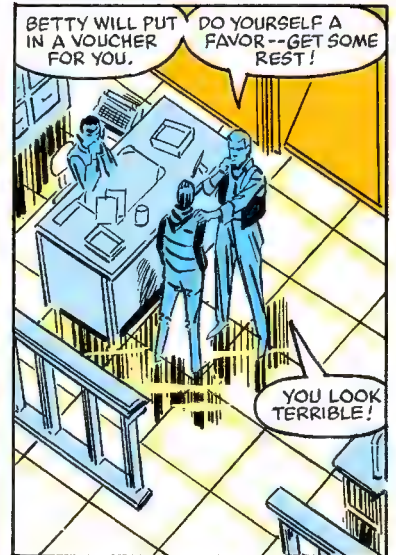
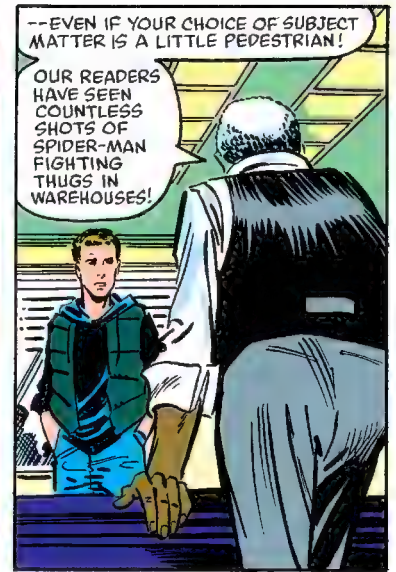
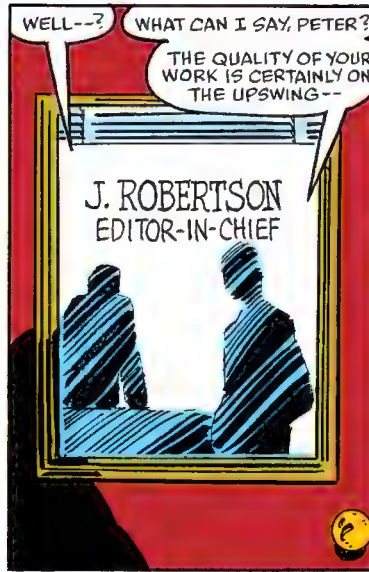
--AND A SAVAGERY FAR BEYOND THAT OF ANY WILD ANIMAL!



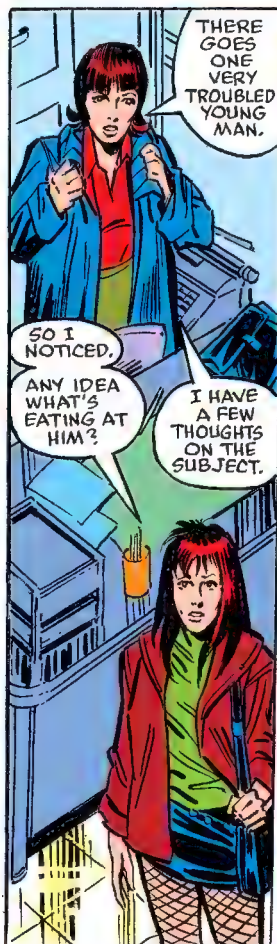
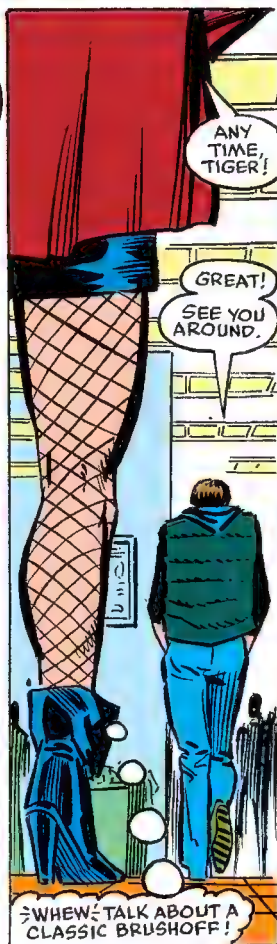
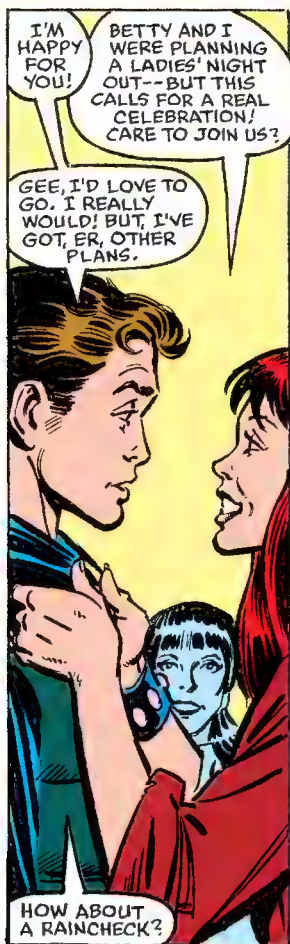
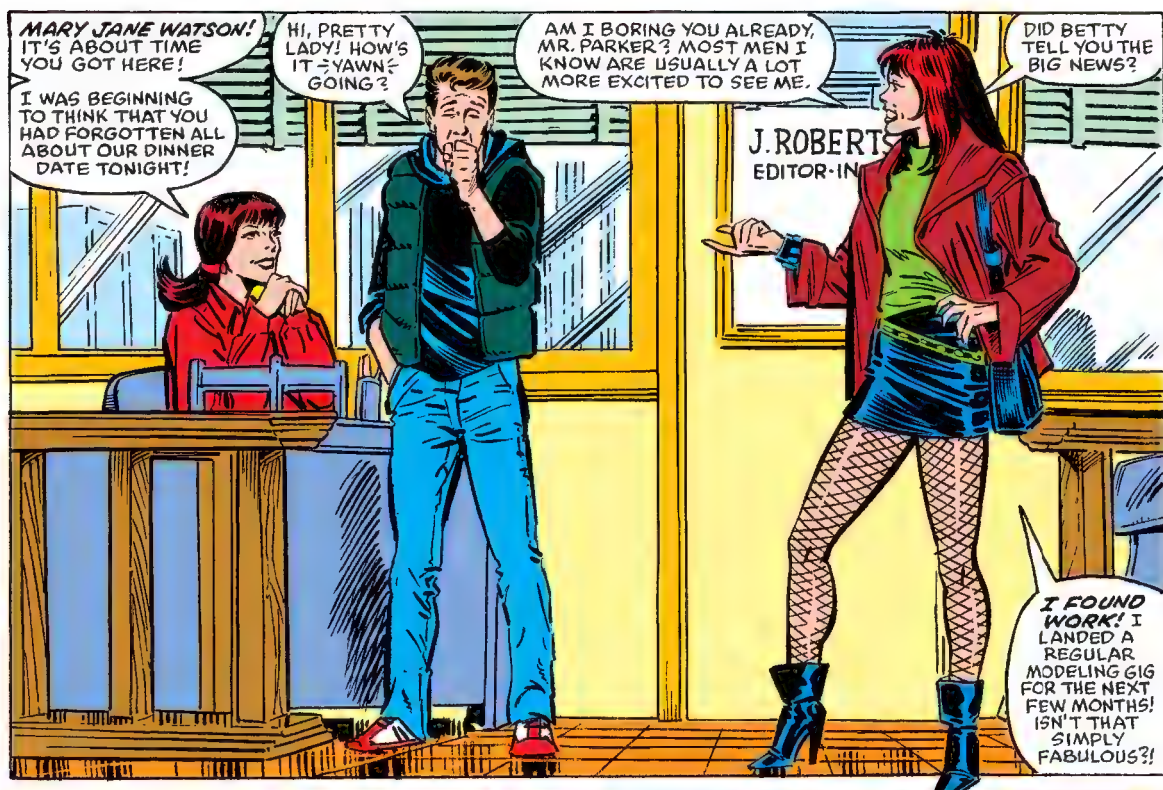




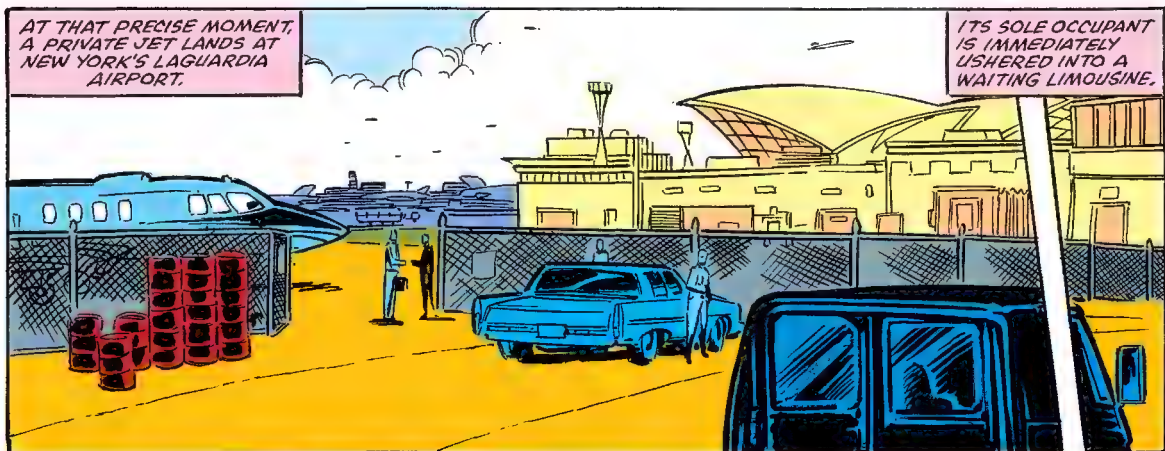












AT THAT PRECISE MOMENT,  
A PRIVATE JET LANDS AT  
NEW YORK'S LAGUARDIA  
AIRPORT.

ITS SOLE OCCUPANT  
IS IMMEDIATELY  
USHERED INTO A  
WAITING LIMOUSINE.

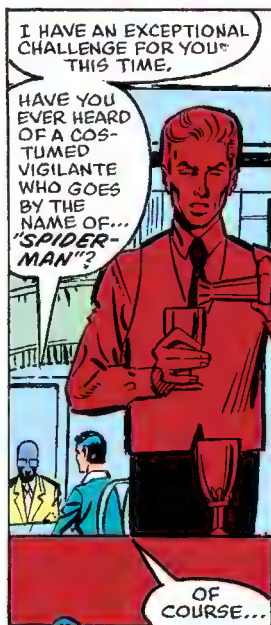


SOON...

I APPRECIATE  
THE PROMPT-  
NESS WITH WHICH  
YOU HAVE RE-  
SPONDED TO  
MY CALL.



THINK NOTHING OF IT.  
THE WORK YOU OFFER  
IS USUALLY SO...  
CHALLENGING.



I HAVE AN EXCEPTIONAL  
CHALLENGE FOR YOU"  
THIS TIME.

HAVE YOU  
EVER HEARD  
OF A COS-  
TUMED  
VIGILANTE  
WHO GOES  
BY THE  
NAME OF...  
"SPIDER-  
MAN"?

OF  
COURSE...



HE'S ONE OF  
THOSE SO-CALLED "SUPER-  
HEROES!" THIS CITY CERTAINLY  
SEEMS TO HAVE AN  
ABUNDANCE OF THEM.

WE HAVE A FEW BASED IN  
MY PART OF THE COUNTRY  
AS WELL...THOUGH THEY  
AREN'T AS WELL-  
PUBLICIZED.

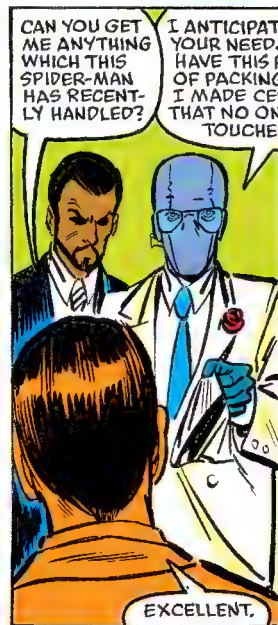


WILL YOU  
ACCEPT THIS  
CHALLENGE?

YES.

GOOD.  
WHEN  
SHALL  
YOU  
BEGIN?

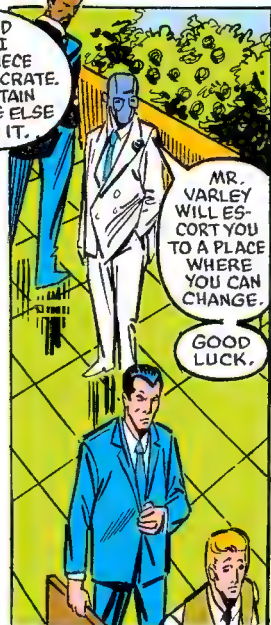
IMMEDI-  
ATELY!



CAN YOU GET  
ME ANYTHING  
WHICH THIS  
SPIDER-MAN  
HAS RECENT-  
LY HANDLED?

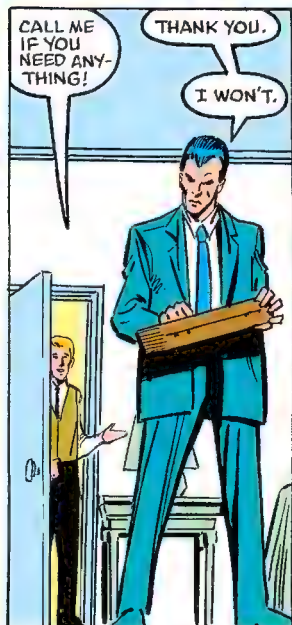
I ANTICIPATED  
YOUR NEED. I  
HAVE THIS PIECE  
OF PACKING CRATE.  
I MADE CERTAIN  
THAT NO ONE ELSE  
TOUCHED IT.

EXCELLENT.



MR.  
VARLEY  
WILL ES-  
CORT YOU  
TO A PLACE  
WHERE  
YOU CAN  
CHANGE.

GOOD  
LUCK.



CALL ME  
IF YOU  
NEED ANY-  
THING!

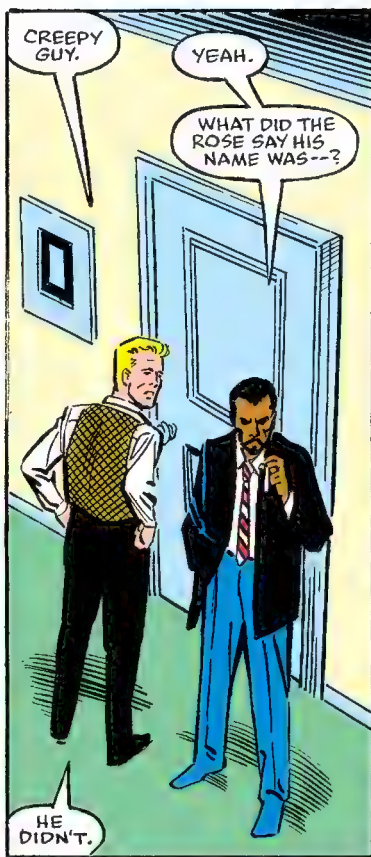
THANK YOU.  
I WON'T.





I'M GLAD I CAME.

THIS  
ASSIGNMENT  
HAS DEFINITE  
POSSIBILITIES!



CREEPY  
GUY.

YEAH.

WHAT DID THE  
ROSE SAY HIS  
NAME WAS--?

HE  
DIDN'T.



HE'S BEEN IN THERE FOR TWENTY  
MINUTES! HOW LONG DOES IT TAKE  
A GUY TO CHANGE HIS CLOTHES?  
WHAT'S HE DOING?

BEATS  
ME.

HELLO--? IS  
EVERYTHING  
ALL RIGHT?

NOK!  
NOK!



I DON'T LIKE  
THIS! NOT  
ONE BIT!

WHY AIN'T HE  
ANSWERING?

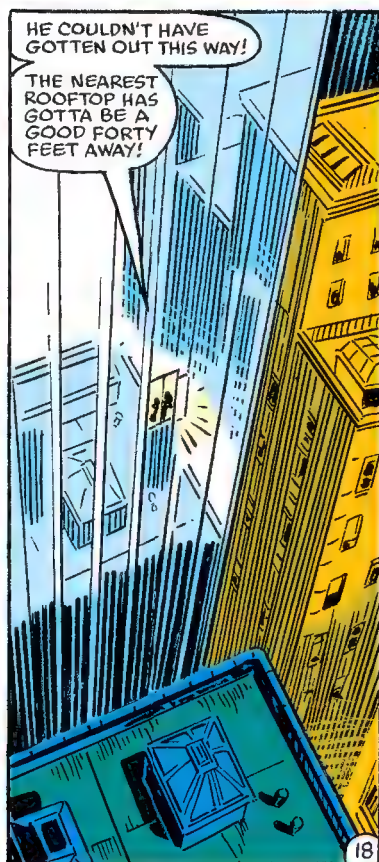
VARLEY, SOME-  
THING TELLS ME  
WE BETTER  
OPEN THAT  
DOOR...



HEY!  
HE'S  
GONE--!

I DON'T GET IT!  
HE LEFT HIS  
CLOTHES  
BEHIND!

LOOK!  
THE  
WINDOW--!



HE COULDN'T HAVE  
GOTTEN OUT THIS WAY!

THE NEAREST  
ROOFTOP HAS  
GOTTA BE A  
GOOD FORTY  
FEET AWAY!



**NEARBY...** **AH!** THE LIFE OF A MILLIONAIRE ENTREPRENEUR MAY HAVE ITS DISTINCT PLEASURES, BUT THEY CAN'T COMPARE WITH THIS--!

OF COURSE, MY UNCLE WOULD HAVE A FIT--IF HE EVER LEARNED THAT HIS BELOVED TRIBAL GUARDIAN WAS ALSO AN ASSASSIN FOR HIRE!

THAT'S HIS PROBLEM!

HE'S GOT NOTHING TO COMPLAIN ABOUT AS LONG AS I CONTINUE TO FULFILL MY OBLIGATIONS TO THE TRIBE!

THE WAY I CHOOSE TO ENTERTAIN MYSELF IS NOBODY'S BUSINESS BUT MY OWN!

I JUST HOPE SPIDER-MAN LIVES UP TO HIS REP! IT'S BEEN FAR TOO LONG SINCE I BATTLED ANYONE WORTH THE EFFORT.

**HHH!** THE SPOOR IS WEAK...BUT I THINK I'VE IDENTIFIED HIS SCENT!

NOW, COMES THE HARD PART....

I MUST BLOCK OUT ALL PHYSICAL AND MENTAL DISTRACTIONS!

MUST CHANNEL EVERYTHING...ALL CONSCIOUSNESS...THE VERY ESSENCE OF MY BEING...

...INTO A SINGLE, HEIGHTENED SENSE!

IT IS SAID THAT EVERY LIVING THING HAS ITS OWN, UNIQUE SCENT...

IN A CITY WHOSE POPULATION NUMBERS IN THE MILLIONS, PUMA ATTEMPTS TO PINPOINT ONE MAN...

ONE VERY SPECIAL MAN...

FOR MORE THAN AN HOUR HE SITS RIGID AS STONE...

**SORTING...**

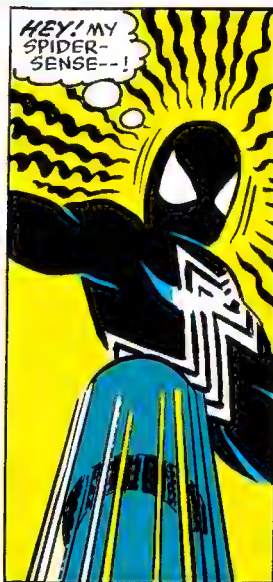
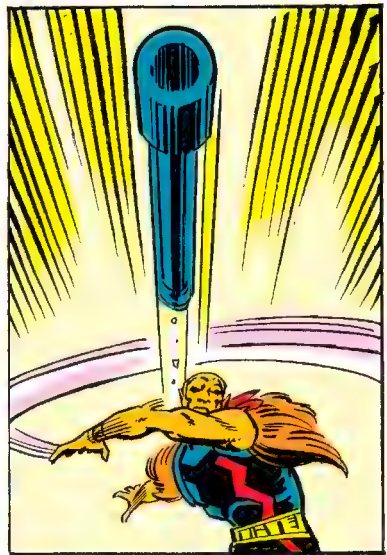
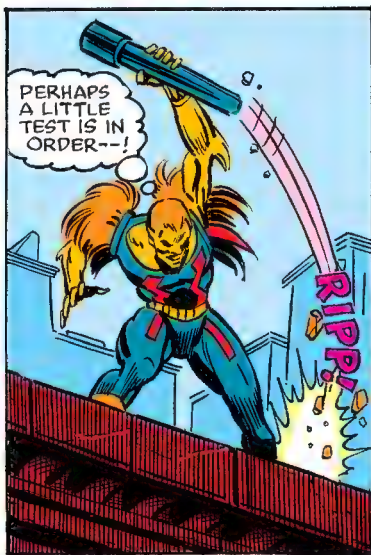
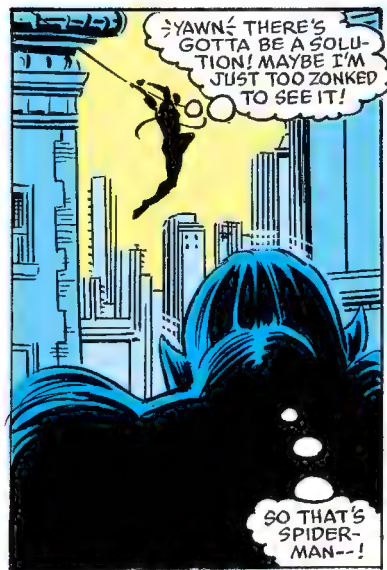
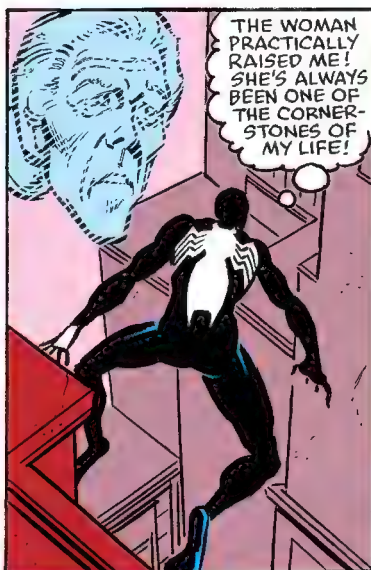
**SEARCHING...**

**AND THEN...**

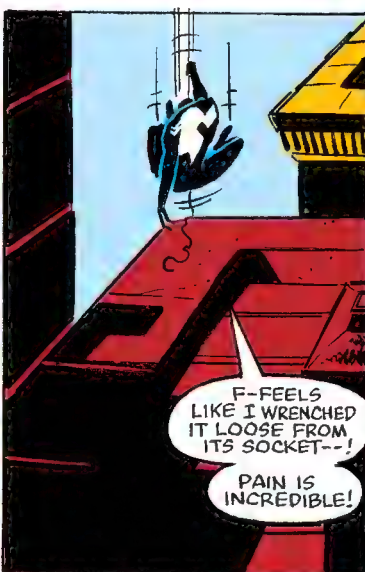
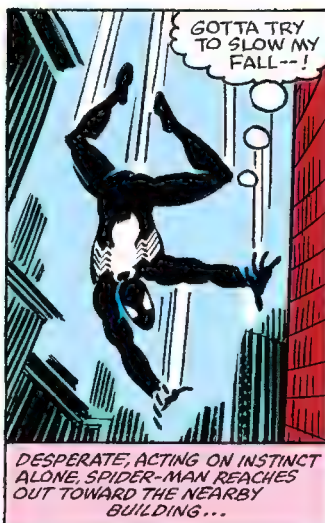
I'VE DONE IT! I'VE FOUND HIM!

INCREDIBLY POWERFUL LEG MUSCLES PROPEL HIM UPWARD AND FORWARD ON A DIRECT ROUTE TO HIS PREY!













N-NEVER KNEW ANYTHING COULD HURT SO MUCH... JUST WANT TO ROLL INTO A BALL... AND DIE... BUT I CAN'T... I CAN'T!

GOTTA BRACE MYSELF... TRY TO SHOVE THE ARM BACK INTO PLACE!



UNNNNNN



I-IT'S NO USE! PAIN IS TOO GREAT!

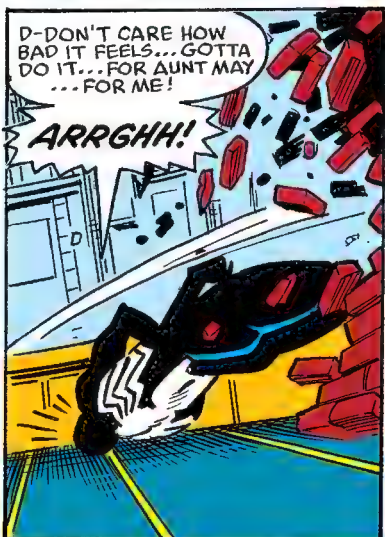


NO... I CAN'T... I WON'T... GIVE UP!



G-GOTTA TRY AGAIN!

IF I DIE HERE, AUNT MAY WILL NEVER KNOW HOW MUCH I STILL LOVE HER!



D-DON'T CARE HOW BAD IT FEELS... GOTTA DO IT... FOR AUNT MAY... FOR ME!

ARRGHH!



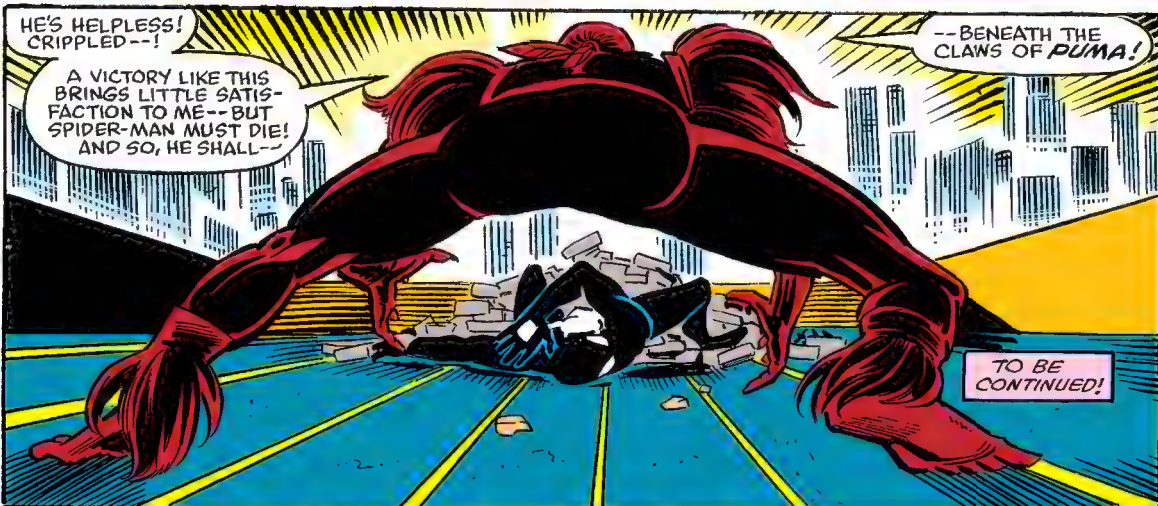
I... DID IT!

B-BUT MY ARM STILL FEELS LIKE--



--ON FIRRRRRRE--

THE PAIN WAS TOO MUCH FOR HIM!



HE'S HELPLESS! CRIPPLED--!

--BENEATH THE CLAWS OF PUMA!

A VICTORY LIKE THIS BRINGS LITTLE SATISFACTION TO ME-- BUT SPIDER-MAN MUST DIE! AND SO, HE SHALL--

TO BE CONTINUED!

NEXT ISSUE! THE BLACK CAT ENRAGED! A STARTLING REVELATION FROM MARY JANE WATSON-- WHICH WILL CHANGE PETER PARKER'S LIFE FOREVER! PLUS-- THE SURPRISING RETURN OF THE MOST REQUESTED SPIDER-VILLAIN OF RECENT TIMES! (GUESS WHO!) DON'T MISS--

"THE FURY OF... PUMA!"



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APPROVED  
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# the AMAZING SPIDER-MAN®



F/R





Stan Lee  
PRESENTS: " "

# BEWARE THE CLAWS OF PUMA!

SPIDER-MAN IS  
STILL HELPLESS!  
UNCONSCIOUS---

BAH! A VICTORY LIKE  
THIS BRINGS NO PLEASURE  
TO PUMA-- BUT THE WEB-  
SWINGER MUST DIE! AND  
SO, HE SHALL...

MERE MOMENTS AGO, THE EVER-  
SPECTACULAR SPIDER-MAN  
DISLOCATED HIS LEFT ARM WHEN  
HE WAS UNEXPECTEDLY ATTACKED  
BY THE MAN-BEAST KNOWN AS  
PUMA! AFTER HEROICALLY SHOV-  
ING HIS ARM BACK INTO PLACE,  
OUR HERO FINALLY SUCCUMBED  
TO THE INCREDIBLE PAIN! AND NOW...

STAN LEE PRESENTS:  
TOM DEFALCO -- WRITER  
RON FRENZ -- PENCILER  
JOSEF RUBINSTEIN -- INKER  
JOE ROSEN -- LETTERER  
CHRISTIE SCHEELE -- COLORIST  
DANNY FINGEROTH -- EDITOR  
JIM SHOOTER -- EDITOR-IN-CHIEF

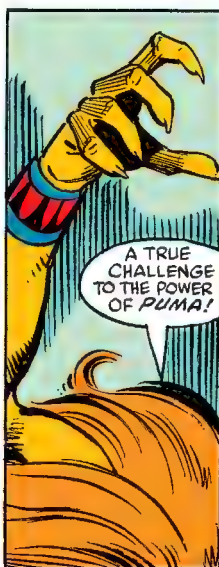




THIS IS ALMOST TOO EASY!



WHEN THE ROSE FIRST HIRED ME TO KILL SPIDER-MAN, HE PROMISED ME A WORTHY FOE!



A TRUE CHALLENGE TO THE POWER OF PUMA!



THE ROSE LIED!



SPIDER-MAN IS A WEAKLING! A COWARD! HE DESERVES TO DIE!



NO!

CRASH!

UGNN

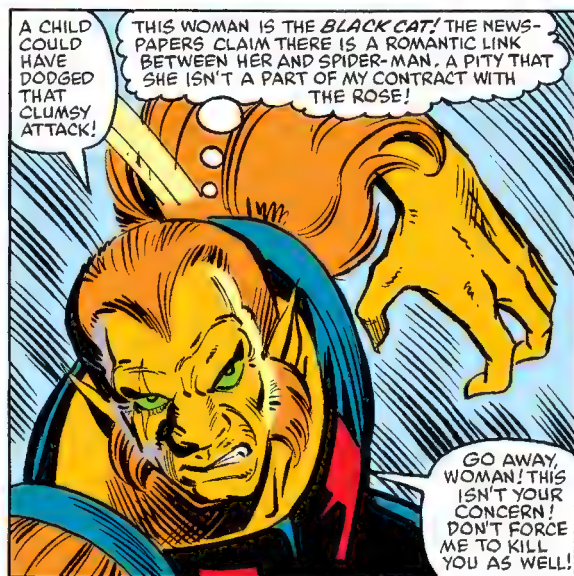


MANAGED TO RECOVER MY BALANCE, BUT SHE'S ATTACKING AGAIN--!

WHOOPS! MISSED 'IM!

YOU'RE GOOD, MISTER! FAST! AGILE, TOO!

DO NOT FLATTER YOURSELF, WOMAN!

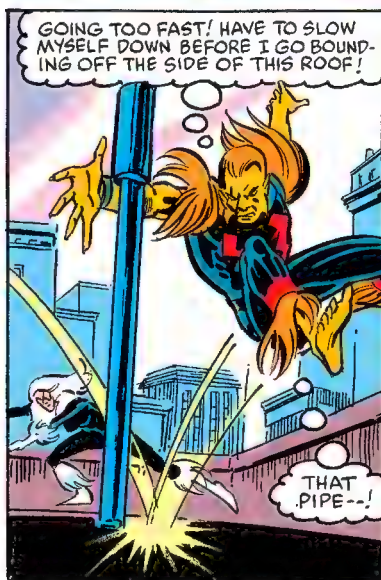
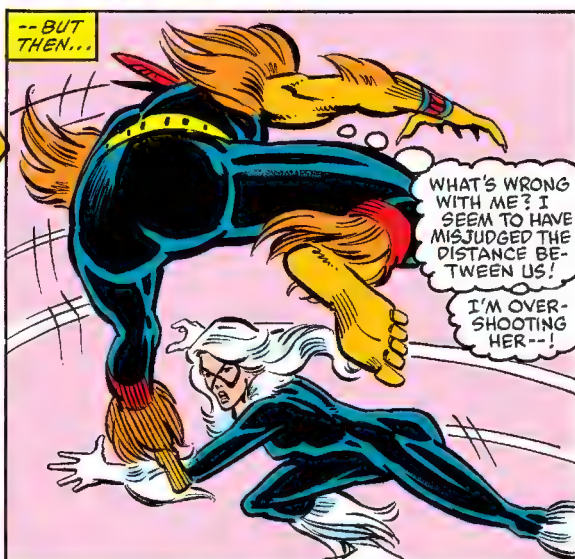
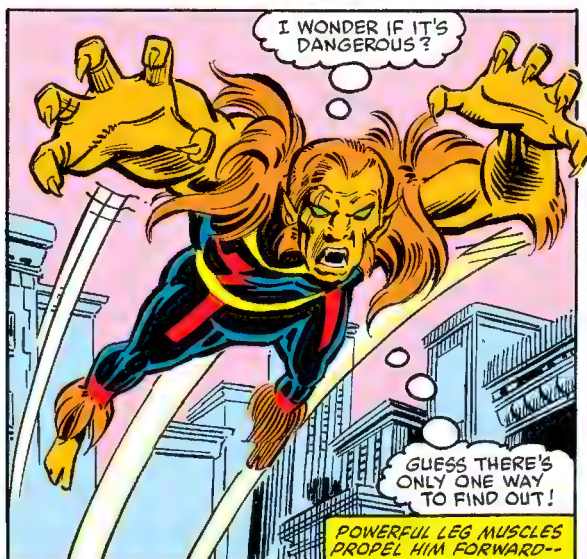


A CHILD COULD HAVE DODGED THAT CLUMSY ATTACK!

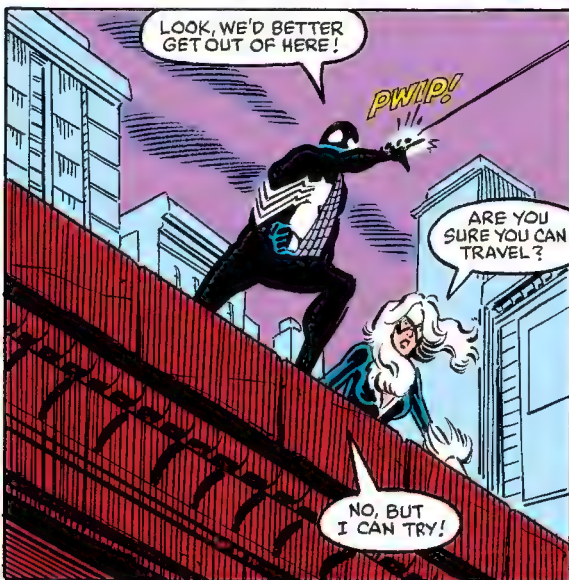
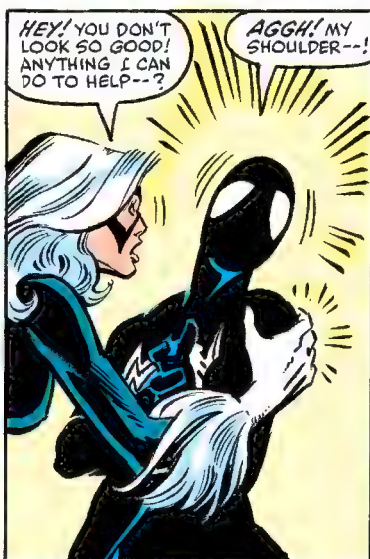
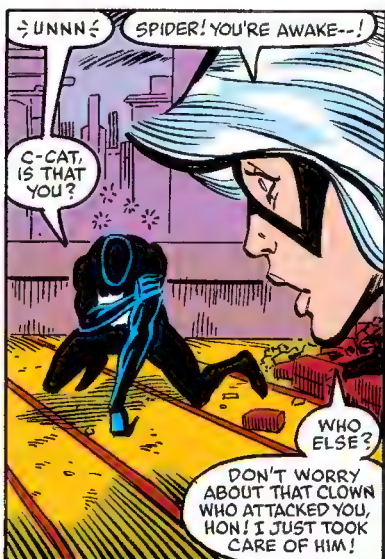
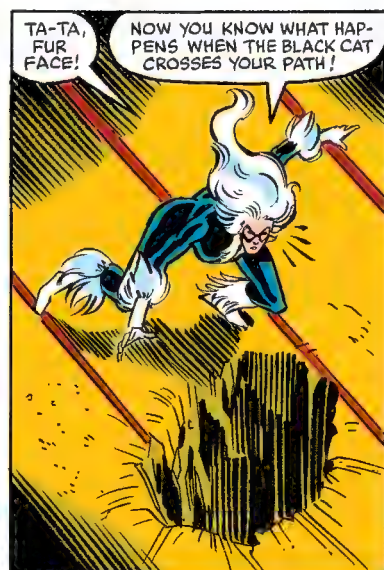
THIS WOMAN IS THE **BLACK CAT**! THE NEWSPAPERS CLAIM THERE IS A ROMANTIC LINK BETWEEN HER AND SPIDER-MAN. A PITY THAT SHE ISN'T A PART OF MY CONTRACT WITH THE ROSE!

GO AWAY, WOMAN! THIS ISN'T YOUR CONCERN! DON'T FORCE ME TO KILL YOU AS WELL!











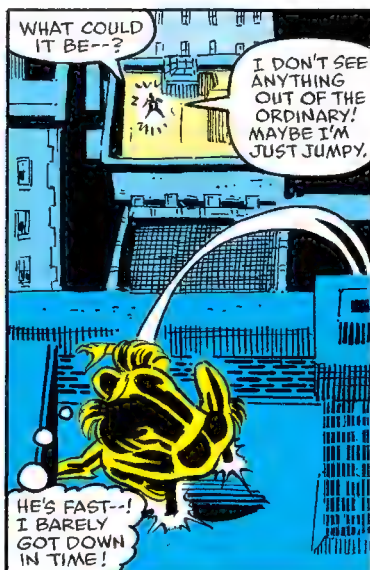






HOLD IT, CAT! MY SPIDER-SENSE IS TINGLING!

I SENSE DANGER--!



WHAT COULD IT BE--?

I DON'T SEE ANYTHING OUT OF THE ORDINARY! MAYBE I'M JUST JUMPY,

HE'S FAST--! I BARELY GOT DOWN IN TIME!



NO NEED TO CONTINUE THIS BATTLE NOW! I'M ONLY BEING PAID TO KILL SPIDER-MAN. WHY SHOULD I KILL THE CAT FOR FREE?

I'LL RETURN LATER ...AFTER I'VE HAD A CHANCE TO REFRESH MYSELF!



MEANWHILE...

EASY DOES IT, LOVER. YOU'RE HOME NOW.

YEAH...

THANKS, CAT. I MIGHT NOT HAVE MADE IT WITHOUT YOU.



MY ARM'S STILL THROBBING.

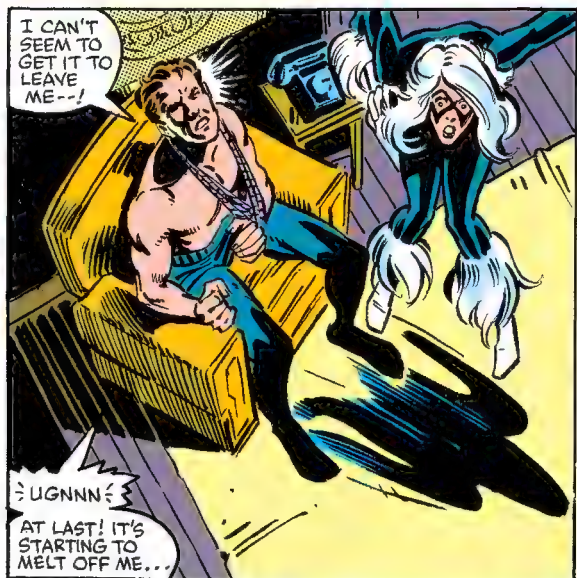
BUT AT LEAST I WON'T HAVE TO WRESTLE WITH MY COSTUME TO GET A LOOK AT IT! ALL I HAVE TO DO IS--



UNNN--! SPIDER--! WHAT IS IT?

MY COSTUME--!

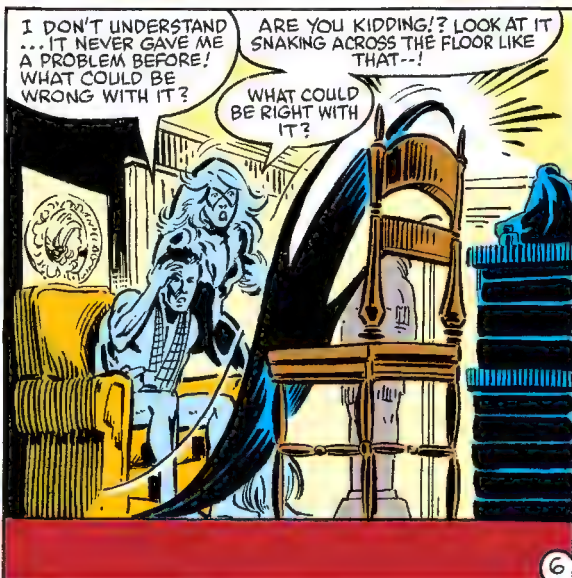
IT USUALLY OBEYS MY EVERY THOUGHT, BUT IT'S NOT RESPONDING TO MY MENTAL COMMANDS--!



I CAN'T SEEM TO GET IT TO LEAVE ME--!

UNNN--

AT LAST! IT'S STARTING TO MELT OFF ME...



I DON'T UNDERSTAND ...IT NEVER GAVE ME A PROBLEM BEFORE! WHAT COULD BE WRONG WITH IT?

ARE YOU KIDDING!? LOOK AT IT SNAKING ACROSS THE FLOOR LIKE THAT--!

WHAT COULD BE RIGHT WITH IT?



YOU'VE BEEN MEANING TO GET IT CHECKED OUT BY REED RICHARDS EVER SINCE YOU BROUGHT IT BACK FROM THAT WAR AT THE OTHER END OF THE UNIVERSE!

I KNOW. BUT MY LIFE HAS BEEN SO CRAZY LATELY THAT I HAVEN'T HAD TIME.

MAYBE YOU'D BETTER MAKE TIME.

*\*SEE THE ONGOING MARVEL SUPER HEROES SECRET WARS LIMITED SERIES FOR DETAILS -- DANNY.*

HEY! MY ARM DOESN'T LOOK A "BAD" AS I FEEL IT! ED--!

IT'LL PROBABLY BE AWFUL SORE FOR THE NEXT FEW WEEKS, BUT THERE DOESN'T SEEM TO BE ANY PERMANENT DAMAGE!

THAT'S GREAT!

WHAT A DUMP! I STILL CAN'T BELIEVE MY SPIDER REALLY LIVES HERE IN HIS CIVILIAN IDENTITY!

GUESS I JUST DON'T UNDERSTAND SPIDER. WHY WOULD HE EVER WANT TO BE A NORMAL PERSON LIKE PETER PARKER, WHEN HE COULD BE SPIDER-MAN ALL THE TIME?

I LOVE HIM. I DO. BUT NOW THAT HE'S TAKEN OFF HIS MASK, I CAN HARDLY BEAR TO LOOK AT HIM...

MEANWHILE, AT A MIDTOWN MANHATTAN SKYSCRAPER...

AS PER YOUR INSTRUCTIONS...

...I HAVE BEGUN MAKING THE NECESSARY ARRANGEMENTS FOR A PROLONGED GANG WAR WITH THE FORCES OF MICAH SYNN!\*

EXCELLENT. I LEAVE THE DETAILS TO YOU!

*\*SEE CURRENT ISSUES OF DAREDEVIL -- DANNY.*

ONE LAST ITEM--AS THE KINGPIN OF CRIME, THE RULER OF THE UNDERWORLD, YOU MUST BE MADE AWARE OF THE FACT THAT SOMEONE IN YOUR EMPLOY HAS HIRED A PROFESSIONAL ASSASSIN TO ELIMINATE SPIDER-MAN!

WHAT--?!

I HAVE MY OWN PLANS FOR THE WEB-SWINGER!\*

WHO WOULD DARE ORDER AN EXECUTION OF THIS MAGNITUDE-- WITHOUT FIRST CONSULTING WITH ME?

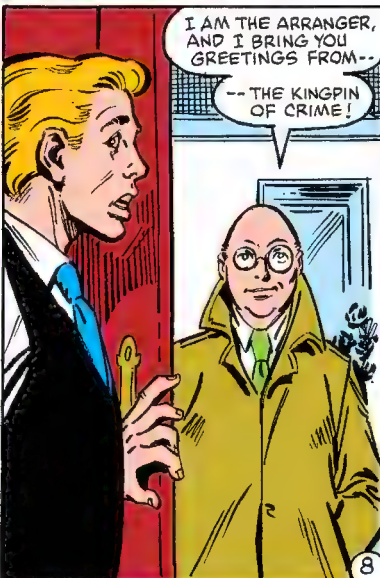
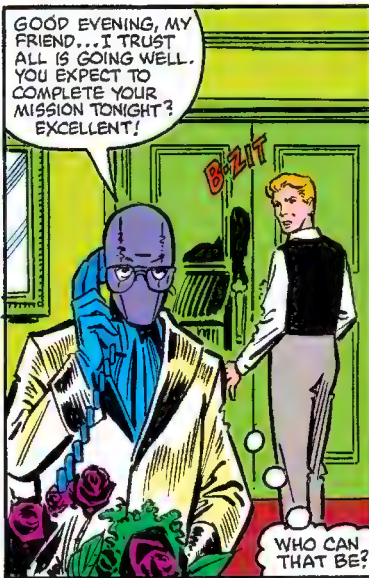
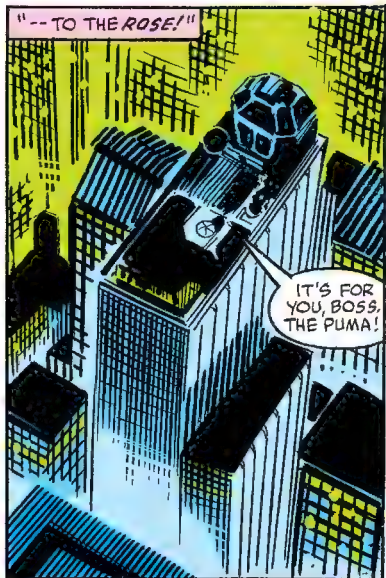
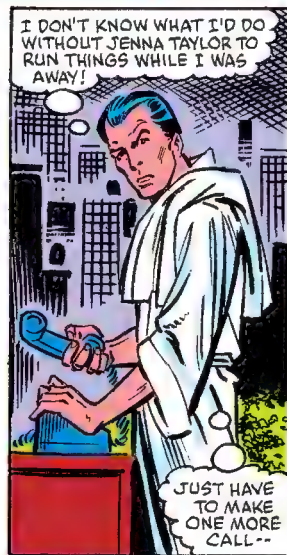
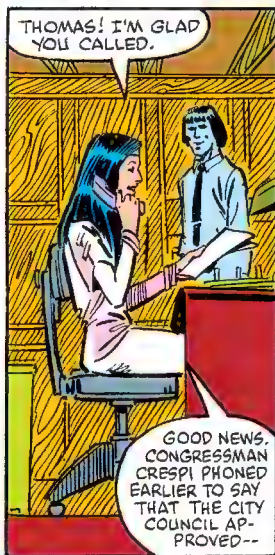
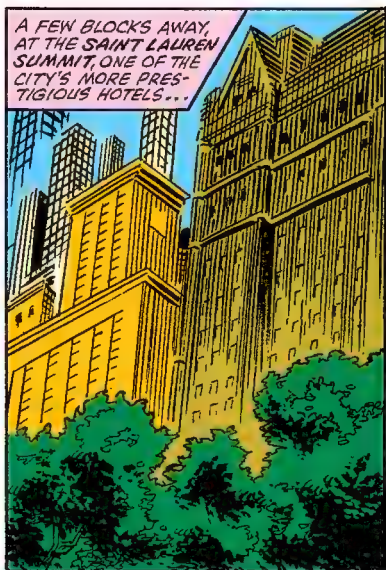
I BELIEVE THIS HIT WAS COMMISSIONED BY THE ROSE!

*\*AND YOU'LL KNOW WHAT PLANS THE KINGPIN IS REFERRING TO, IF YOU KEEP READING OUR COMPANION MAGAZINE, THE SPECTACULAR SPIDER-MAN--D.*

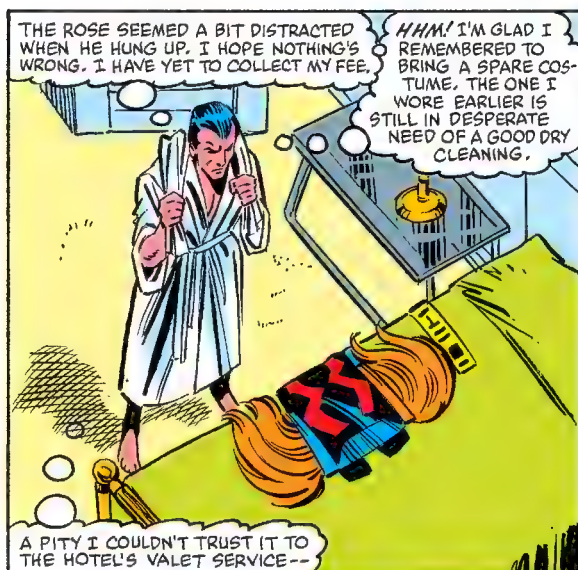
ARRANGE A MEETING BETWEEN ME AND THE ROSE, IT'S TIME HE LEARNED THE FACTS OF LIFE... AND DEATH!

7









THE ROSE SEEMED A BIT DISTRACTED WHEN HE HUNG UP. I HOPE NOTHING'S WRONG. I HAVE YET TO COLLECT MY FEE.

HHH! I'M GLAD I REMEMBERED TO BRING A SPARE COSTUME. THE ONE I WORE EARLIER IS STILL IN DESPERATE NEED OF A GOOD DRY CLEANING.

A PITY I COULDN'T TRUST IT TO THE HOTEL'S VALET SERVICE--



--BUT THAT'S NOT AN OPTION IF ONE WISHES TO KEEP HIS IDENTITY A SECRET!

I MUST NOW DRIVE AWAY ALL EXTERNAL DISTRACTIONS...



MUST MARSHAL ALL OF MY THOUGHTS AND FOCUS INWARD...



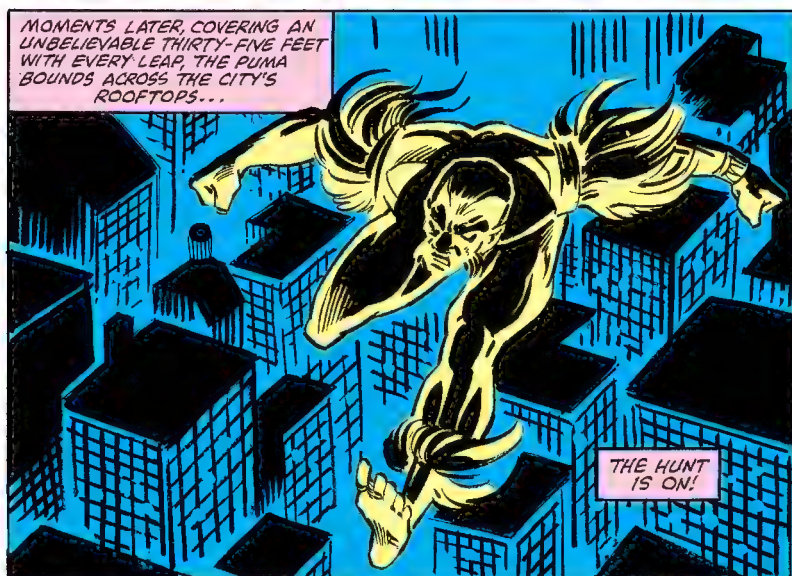
MUST CONCENTRATE...



CONCENTRATE...



≥ ARGGH ≤



MOMENTS LATER, COVERING AN UNBELIEVABLE THIRTY-FIVE FEET WITH EVERY LEAP, THE PUMA BOUNDS ACROSS THE CITY'S ROOFTOPS...

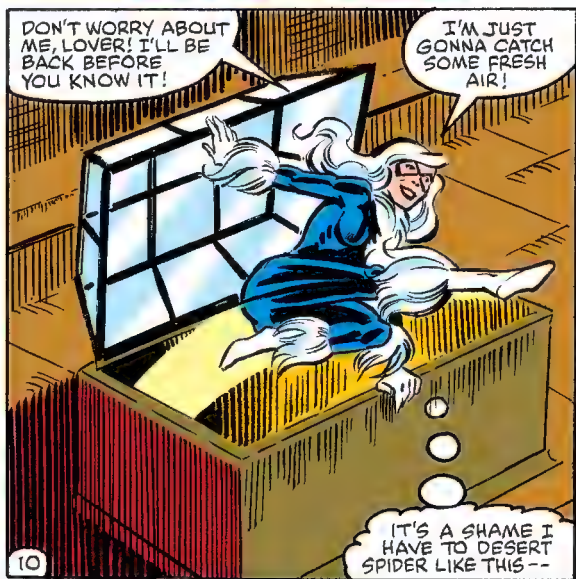
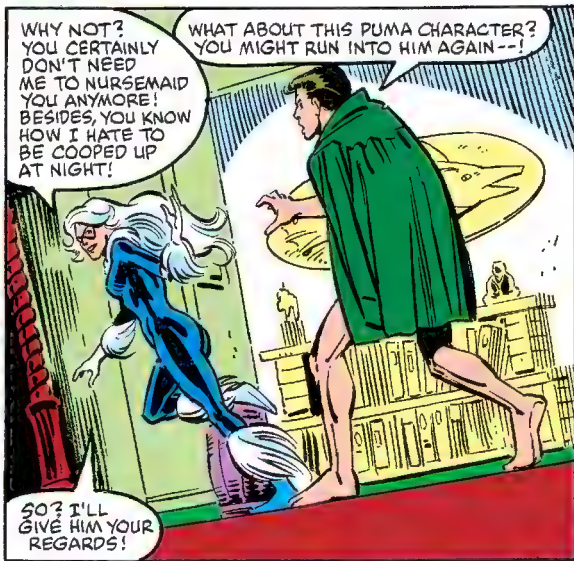
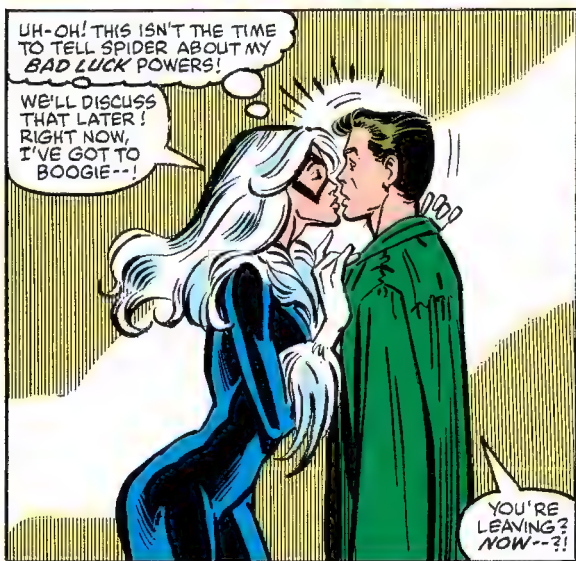
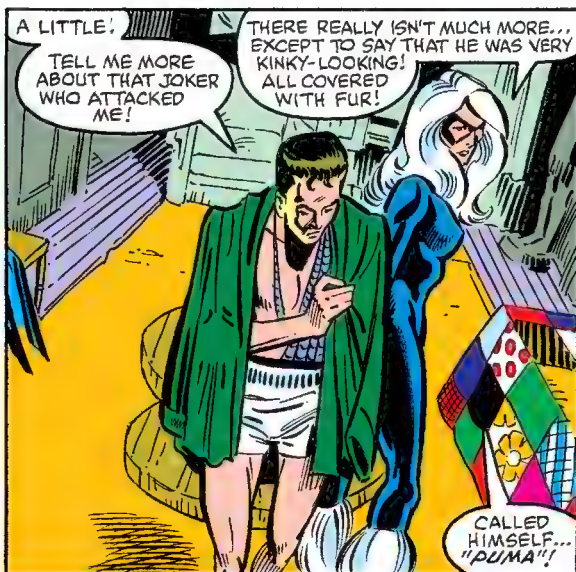
THE HUNT IS ON!



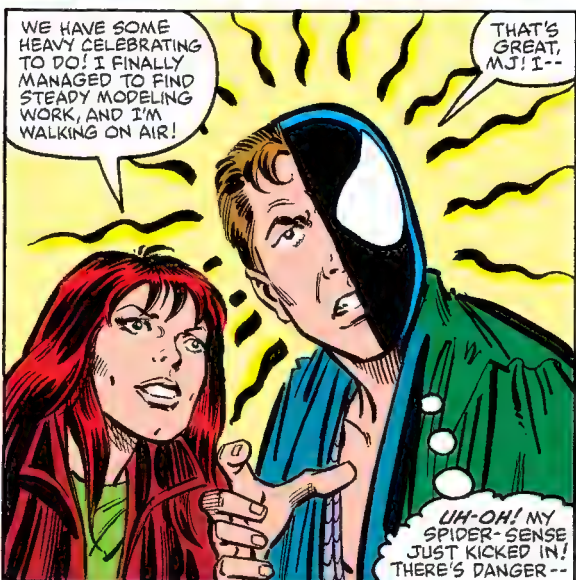
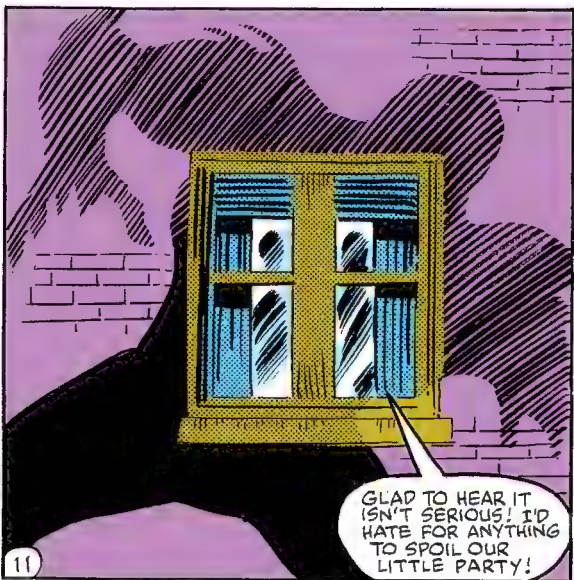
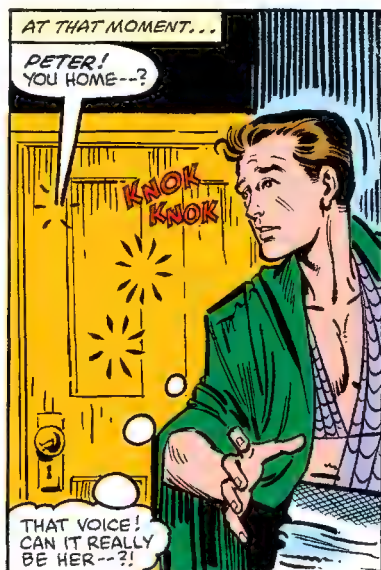
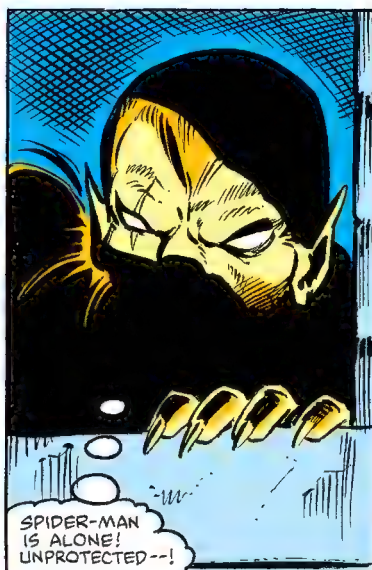
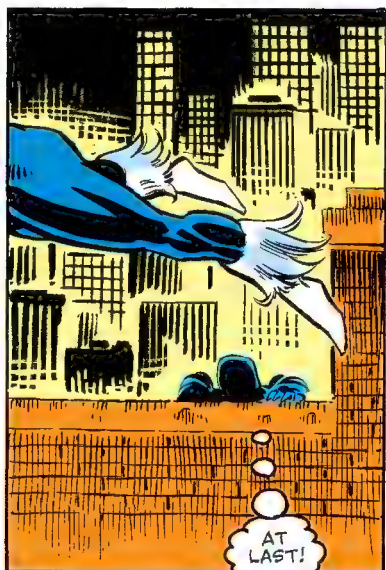
AND, AT 410 CHELSEA STREET...

FEELING ANY BETTER--?





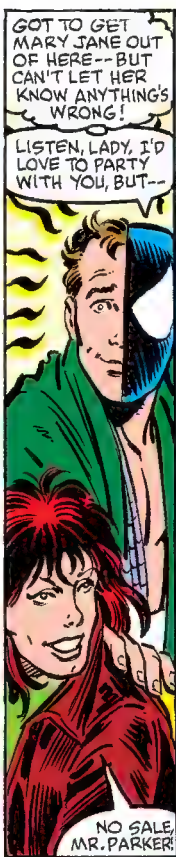








"--LURKING  
OUTSIDE!"



GOT TO GET  
MARY JANE OUT  
OF HERE--BUT  
CAN'T LET HER  
KNOW ANYTHING'S  
WRONG!

LISTEN, LADY, I'D  
LOVE TO PARTY  
WITH YOU, BUT--

NO SALE,  
MR. PARKER!



THIS IS ONE TIME  
YOU CAN'T BRUSH  
ME OFF! I'M **NOT**  
LEAVING!

NOW, THEN,  
WHERE DO  
YOU KEEP YOUR  
CORKSCREW?



HM--?

NO TIME  
TO ARGUE!  
WHATEVER'S  
OUT THERE--



"--IS CLOSING  
IN ON US!"



SORRY, MJ, BUT  
YOU'VE REALLY  
GOT TO GO!

NOW--!

PETER!  
HAVE YOU LOST  
YOUR MIND?!

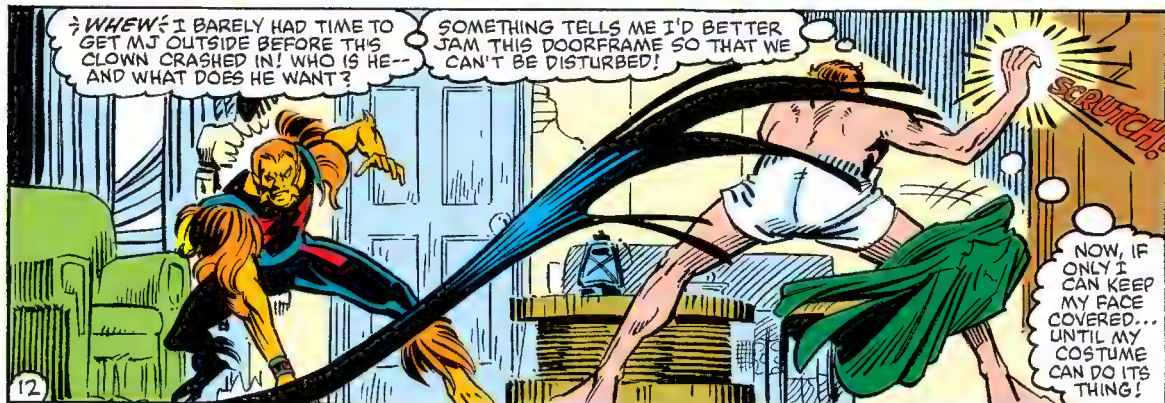


WHU--?!  
WHAT'S  
HAPPEN-  
ING?

GOT TO SHOVE HER TO  
SAFETY BEFORE--



KRAASH!



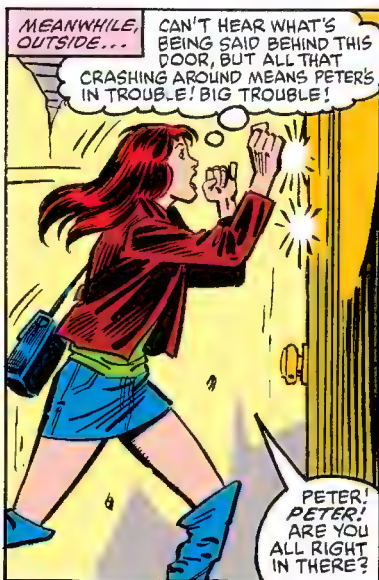
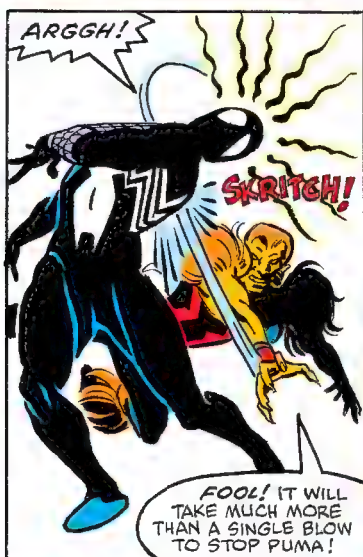
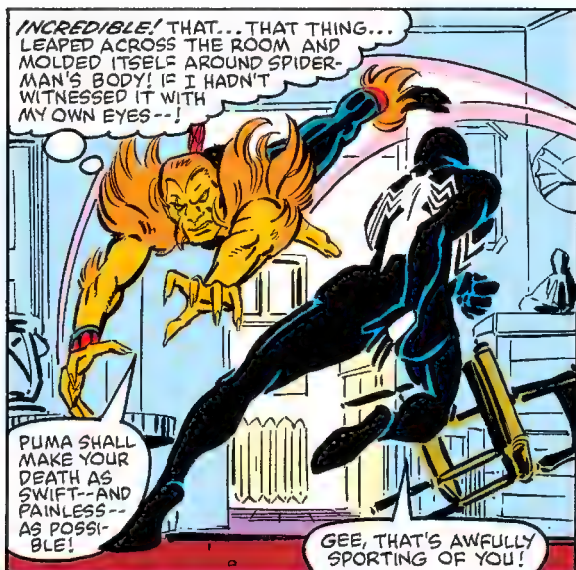
WHEW! I BARELY HAD TIME TO  
GET MJ OUTSIDE BEFORE THIS  
CLOWN CRASHED IN! WHO IS HE--  
AND WHAT DOES HE WANT?

SOMETHING TELLS ME I'D BETTER  
JAM THIS DOORFRAME SO THAT WE  
CAN'T BE DISTURBED!

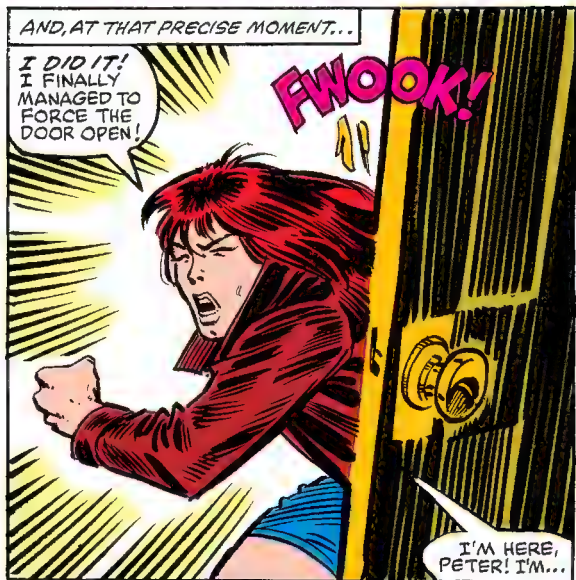
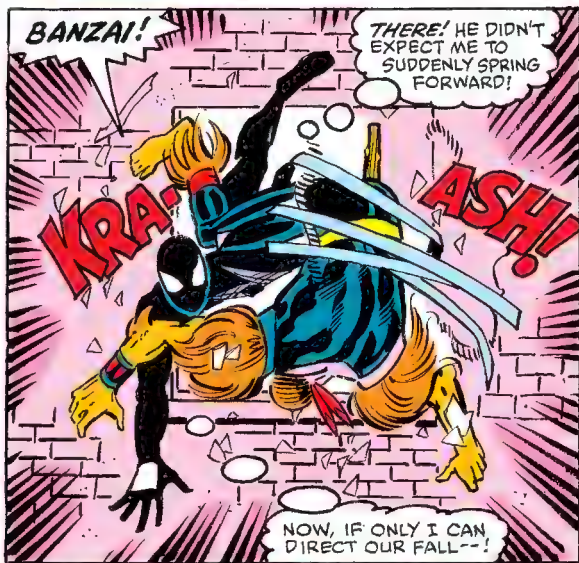
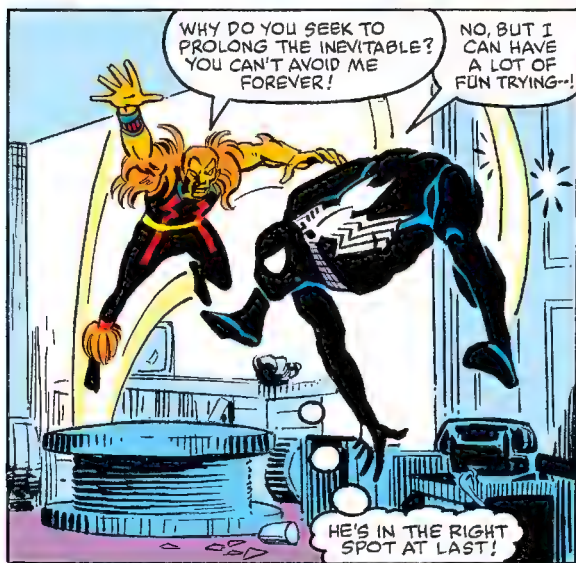
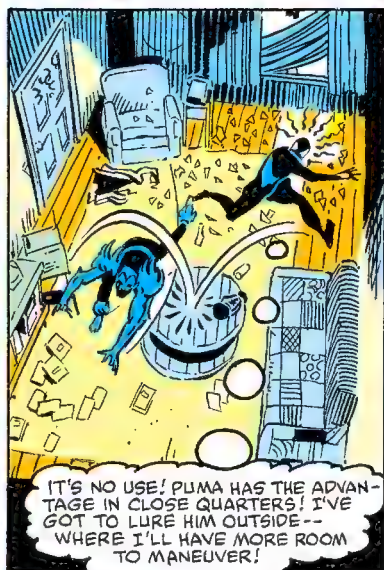
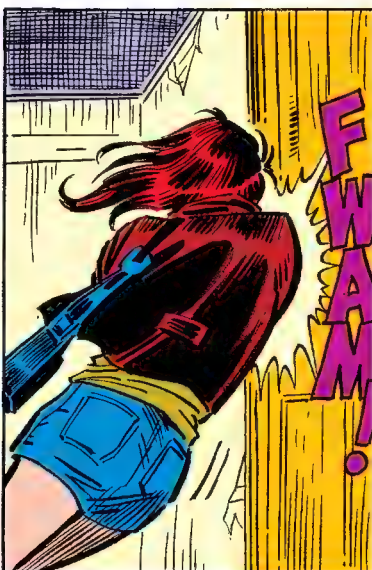
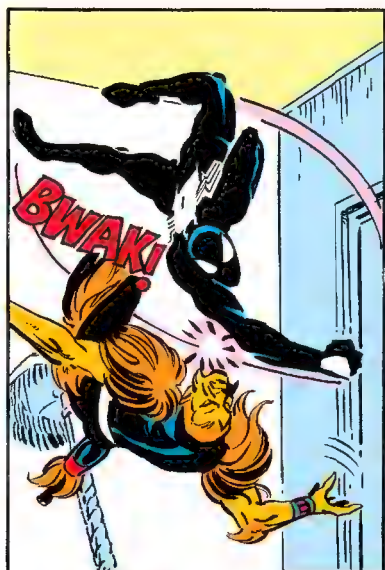
SCRATCH!

NOW, IF  
ONLY I  
CAN KEEP  
MY FACE  
COVERED...  
UNTIL MY  
COSTUME  
CAN DO ITS  
THING!

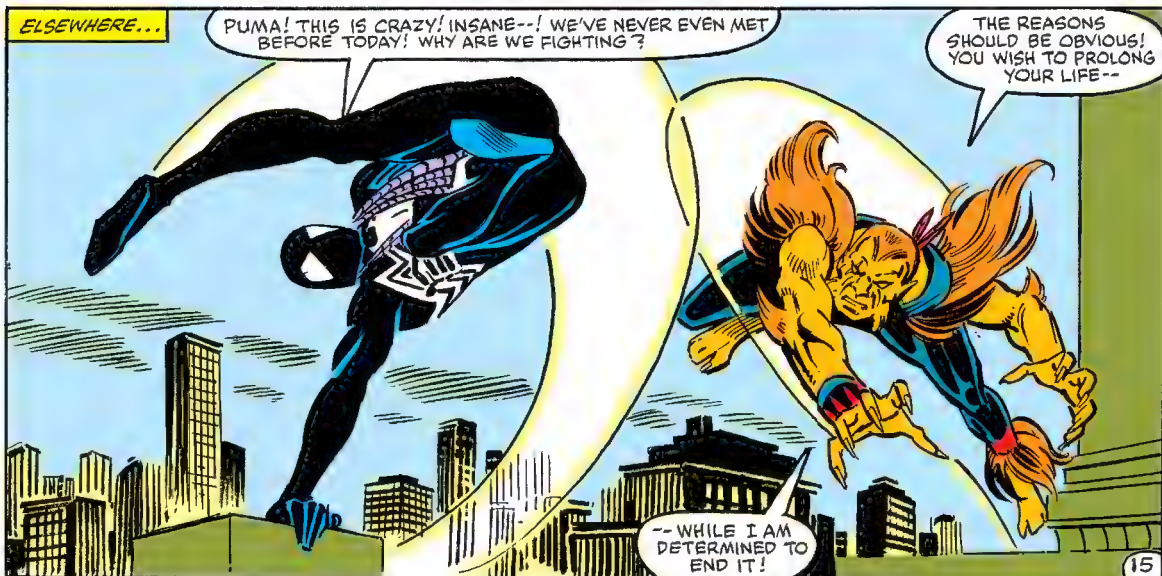
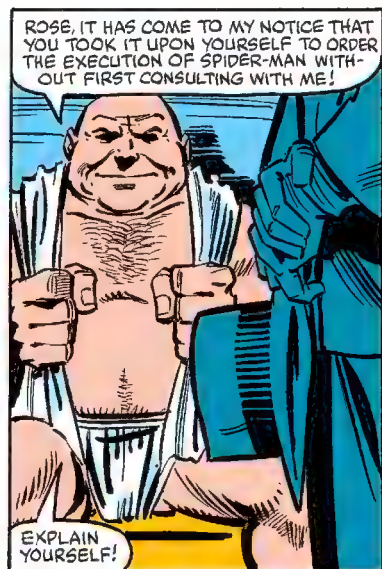
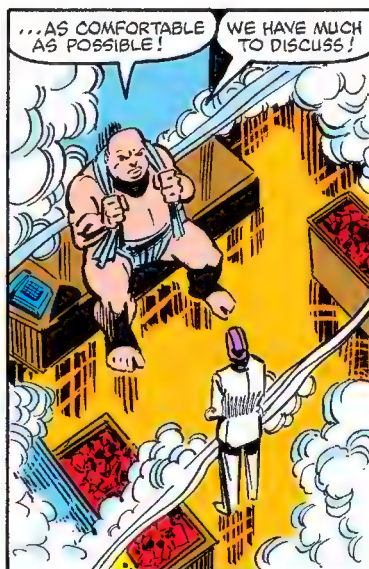




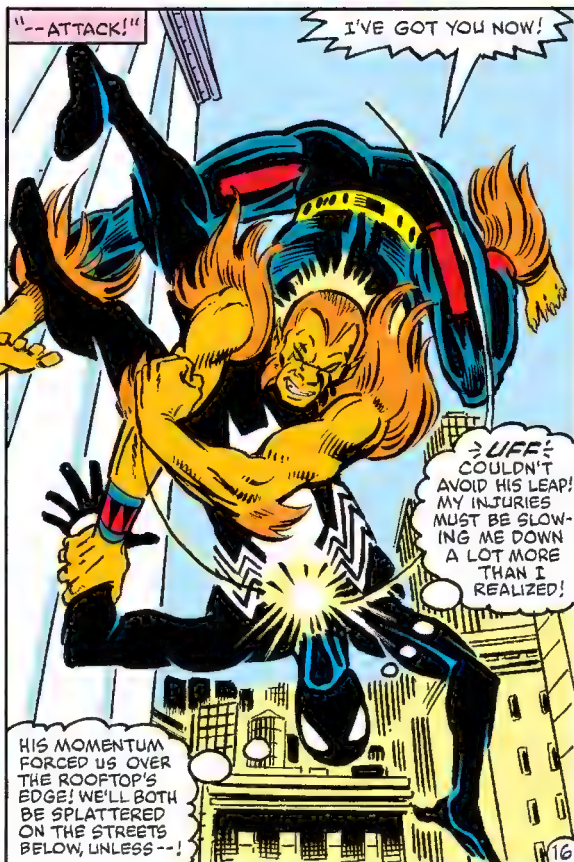
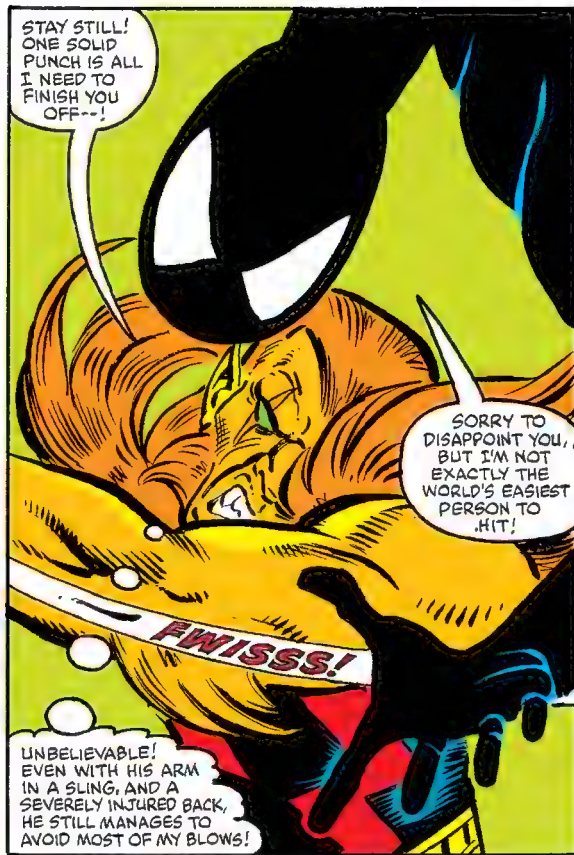




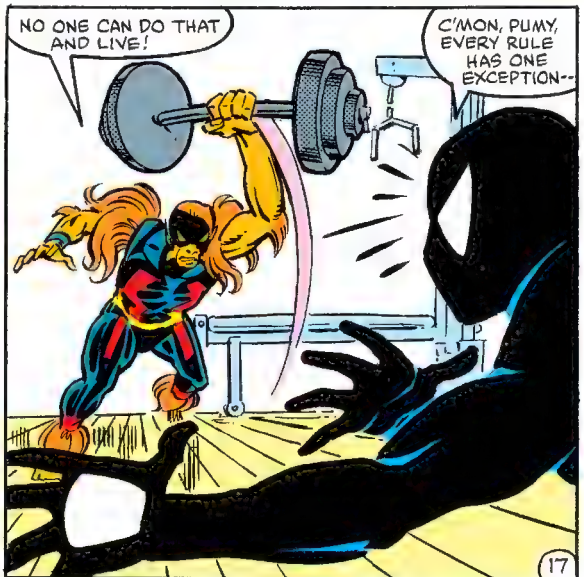
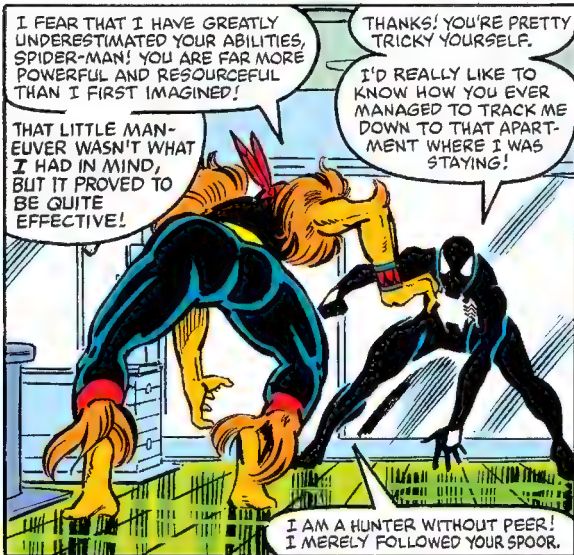
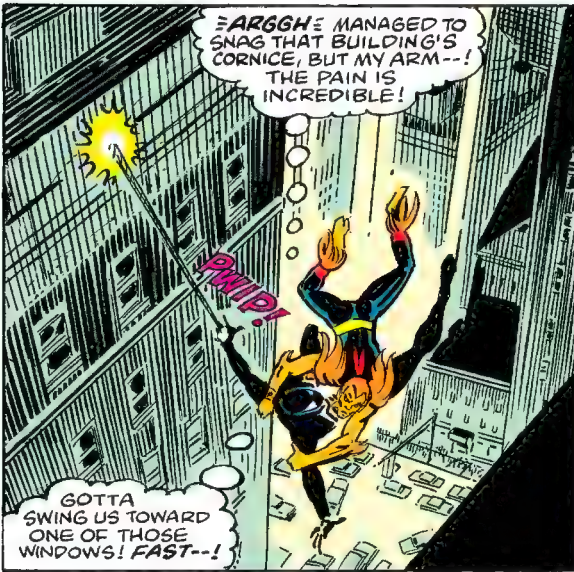














-- AND, IN THIS CASE, IT'S ME!

PWIP!

PWIP!

AMAZING--!

SPWOT

HE MANAGED TO WEB MY WEAPON TO THE WALL... JUST AS I WAS ABOUT TO THROW IT!

UGN CAN'T RIP IT FREE!

WAIT--! CAN MY HEIGHTENED SENSES BE TELLING ME THE TRUTH?!

I HAD ALWAYS ASSUMED THAT SPIDER-MAN'S WEBBING WAS SOMETHING ARTIFICIAL-- A MAN-MADE SUBSTANCE-- BUT NOW, AFTER TOUCHING IT, I REALIZE I WAS WRONG!

IT'S ORGANIC!

"ORGANIC"?! ARE YOU SURE--?!

STOP TRYING TO PLAY ME FOR A FOOL, SPIDER-MAN! THAT ONLY SERVES TO INCREASE MY FURY--!

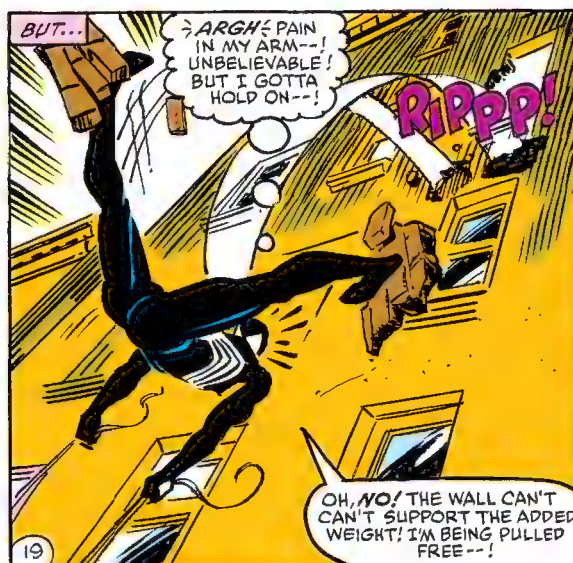
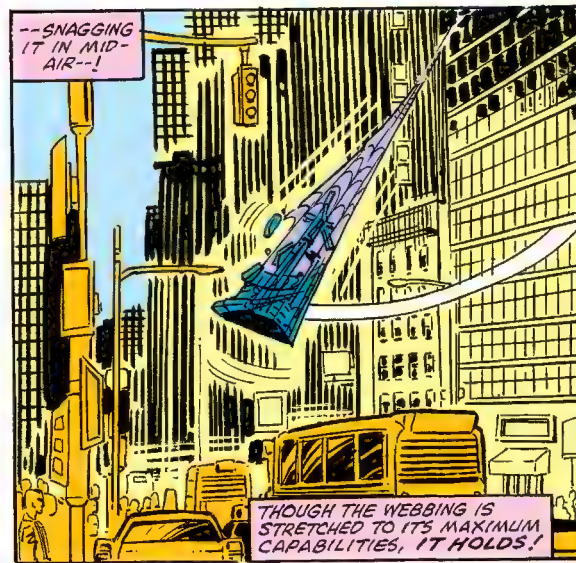
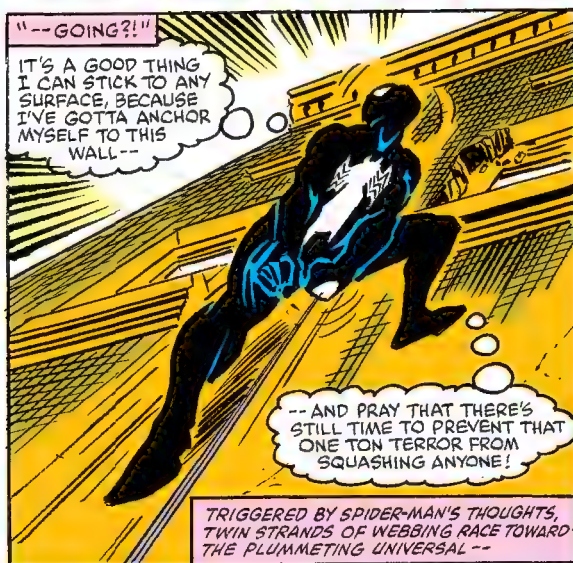
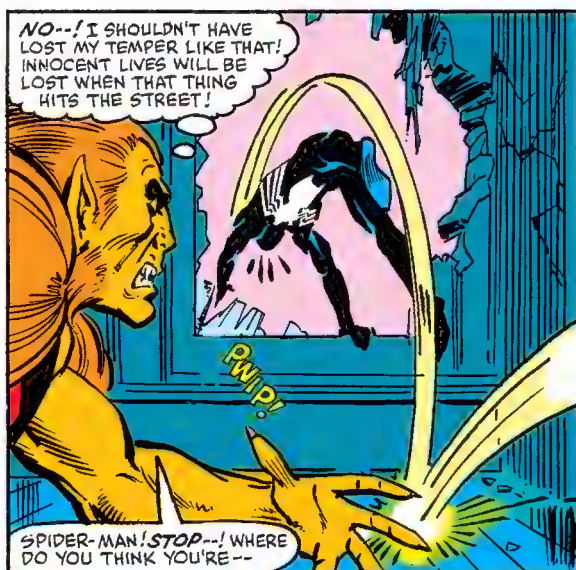
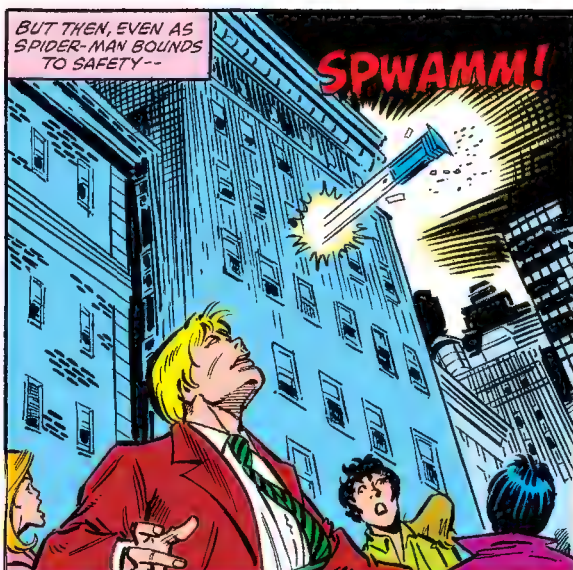
YOU MUST KNOW WHAT YOUR WEBBING'S COMPOSED OF--!

YEOW!

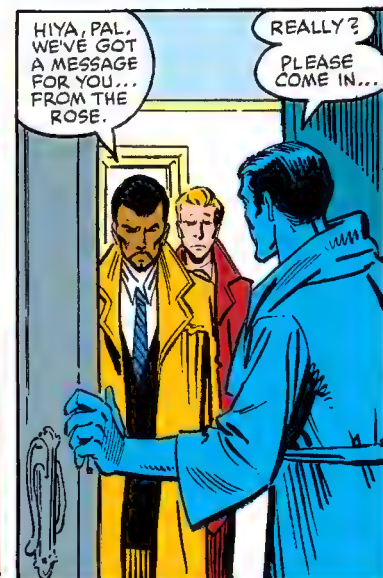
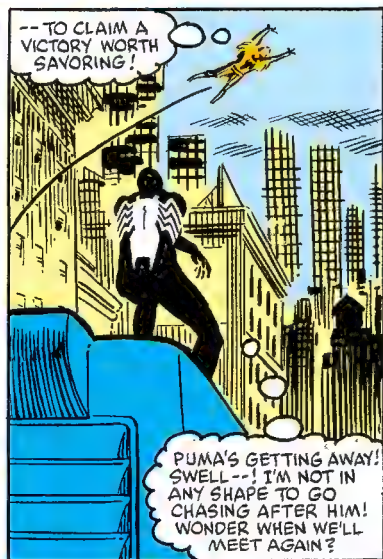
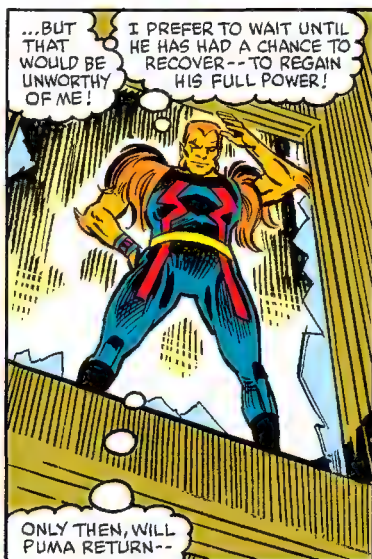
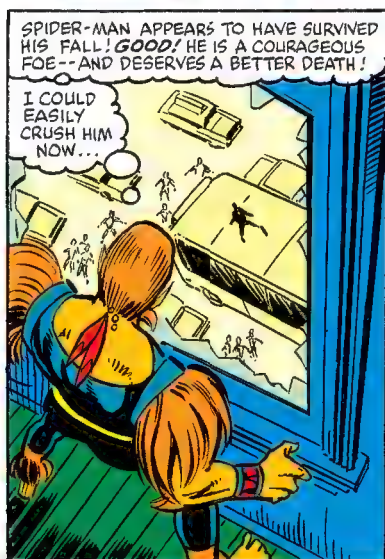
CAN'T ARGUE WITH PUMA NOW!

THAT'S A TON AND A HALF OF UNIVERSAL GYM BEARING DOWN ON ME! GOT TO LEAP ASIDE--!













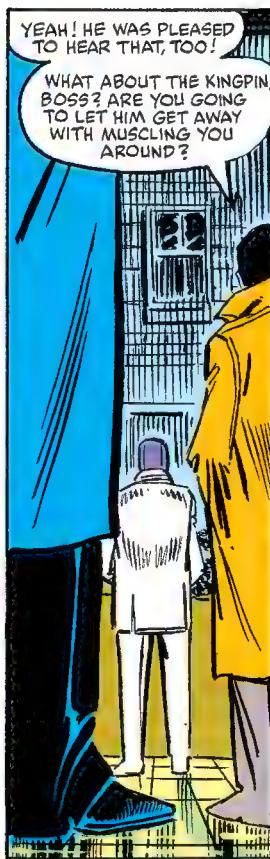
HOW DID PUMA REACT TO THE NEWS THAT WE WERE CANCELING HIS CONTRACT?



REAL GOOD.

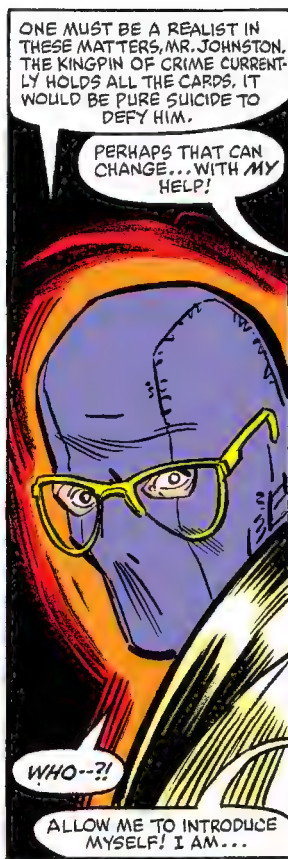
IN FACT, HE LOOKED A LITTLE RELIEVED...

I TRUST YOU INFORMED HIM THAT HE WILL BE ADEQUATELY COMPENSATED FOR HIS TIME--?



YEAH! HE WAS PLEASED TO HEAR THAT, TOO!

WHAT ABOUT THE KINGPIN, BOSS? ARE YOU GOING TO LET HIM GET AWAY WITH MUSCLING YOU AROUND?

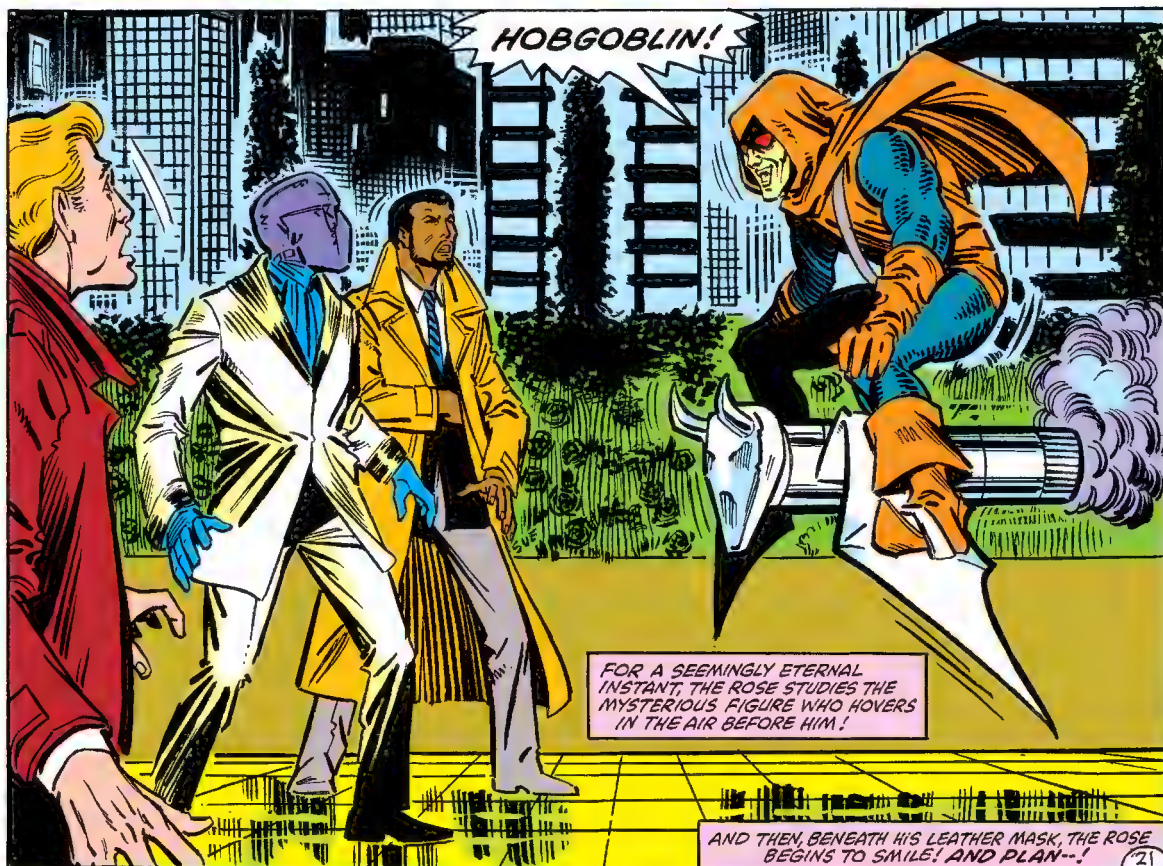


ONE MUST BE A REALIST IN THESE MATTERS, MR. JOHNSTON. THE KINGPIN OF CRIME CURRENTLY HOLDS ALL THE CARDS. IT WOULD BE PURE SUICIDE TO DEFFY HIM.

PERHAPS THAT CAN CHANGE... WITH MY HELP!

WHO--?!

ALLOW ME TO INTRODUCE MYSELF! I AM...



HOBGOBLIN!

FOR A SEEMINGLY ETERNAL INSTANT, THE ROSE STUDIES THE MYSTERIOUS FIGURE WHO HOVERS IN THE AIR BEFORE HIM!

AND THEN, BENEATH HIS LEATHER MASK, THE ROSE BEGINS TO SMILE! AND PLAN--!



AT THAT EXACT MOMENT, A TAXI DISCHARGES A PASSENGER AT 410 CHELSEA STREET...

HOME AT LAST! THAT TUGGLE WITH PUMA LEFT ME SO WRECKED-- THAT I BARELY HAD ENOUGH STRENGTH TO CHANGE INTO MY CIVVIES-- AND FLAG DOWN THIS HACK!

WHEW! WHAT A DAY! MY BACK IS KILLING ME, AND MY ARM FEELS WORSE!

AND MY MIND IS BUZZING WITH SO MANY UNANSWERED QUESTIONS!

WHY DID PUMA ATTACK ME IN THE FIRST PLACE? WHY DIDN'T HE FINISH ME OFF WHEN HE HAD THE CHANCE?

HMM! SOUNDS LIKE SOMEONE'S INSIDE MY APARTMENT! I WONDER IF FELICIA'S BACK--?

MARY JANE--?!

OMIGOSH, I HAD FORGOTTEN ALL ABOUT HER!

PETER--!

YOU'RE BACK! YOU'RE SAFE--!

ALL THAT CRASHING AND SHOUTING--! I THOUGHT I'D GO OUT OF MY MIND!

EVERYTHING'S ALL RIGHT, MJ! THOSE SOUNDS YOU HEARD WERE ONLY, ER, ONLY...

YOU DON'T HAVE TO MAKE UP ANOTHER ONE OF YOUR PHONY EXCUSES, PETER! NOT NOW--!

I KNOW THE TRUTH! THE REAL TRUTH!

WHAT ARE YOU TALKING ABOUT?

I'VE KNOWN YOUR SECRET FOR YEARS! UP UNTIL TODAY, I ALWAYS THOUGHT I COULD COPE WITH IT! IF I EVER HAD TO EXPERIENCE IT FIRSTHAND-- BUT I CAN'T! I CAN'T--!

I JUST CAN'T COPE WITH THE FACT THAT PETER PARKER IS SECRETLY SPIDER-MAN!

TO BE CONTINUED--!



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# *the* AMAZING SPIDER-MAN





STAN LEE PROUDLY  
PRESENTS A STUNNING  
NEW CHAPTER IN THE  
LIFE OF...

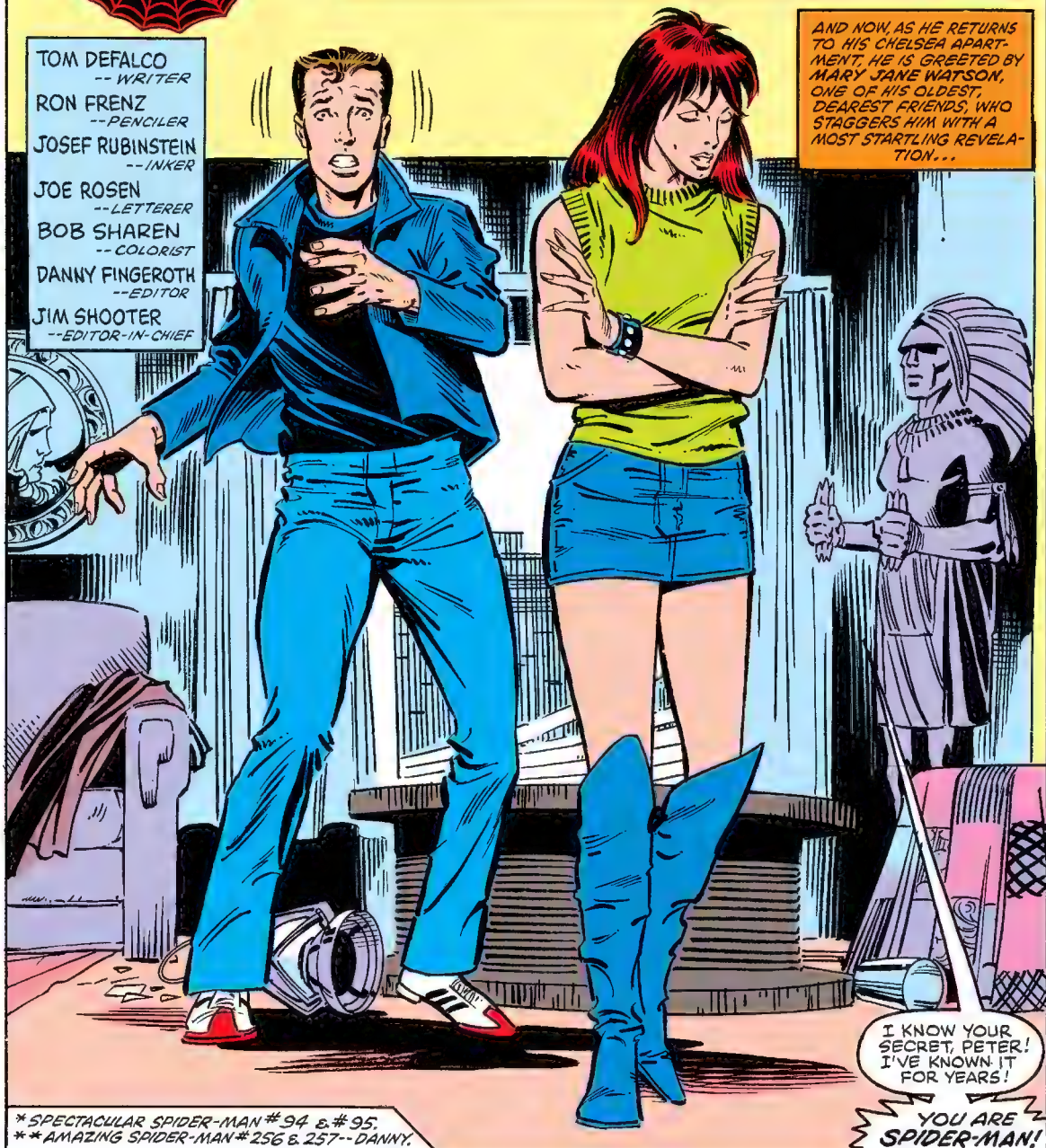


# "THE SINISTER SECRET OF SPIDER-MAN'S NEW COSTUME!"

ALL IN ALL, IT'S BEEN A ROTTEN WEEK FOR PETER PARKER. IN HIS COSTUMED  
IDENTITY AS THE AMAZING SPIDER-MAN, HE HAS ALREADY FACED DEATH AT  
THE HANDS OF SILVERMANE\* AND THE MAN-BEAST KNOWN AS PUMA\*\*...

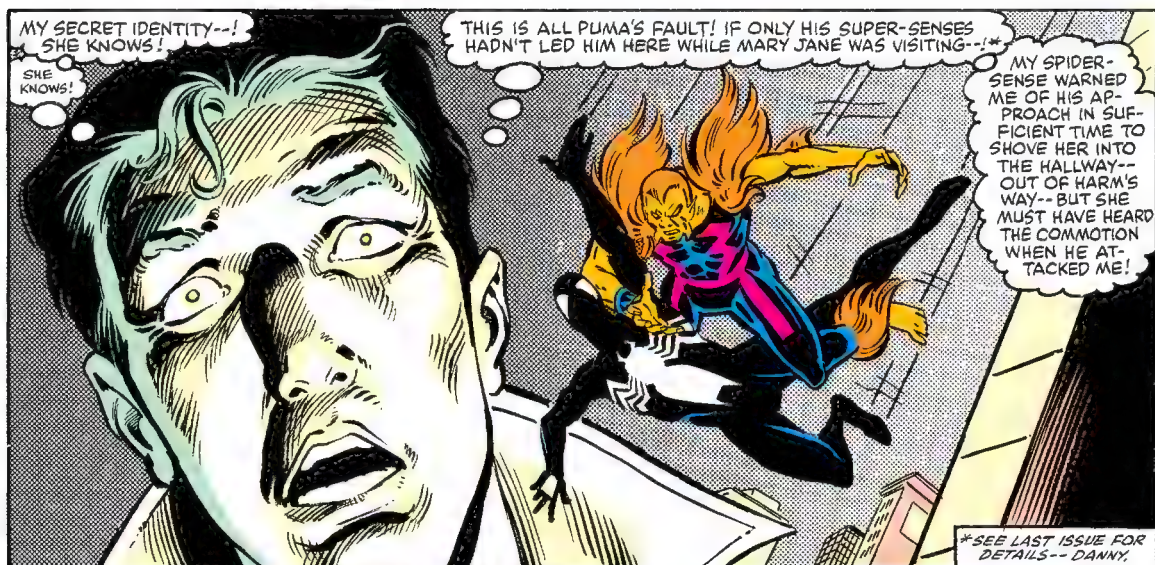
TOM DEFALCO  
-- WRITER  
RON FRENZ  
-- PENCILER  
JOSEF RUBINSTEIN  
-- INKER  
JOE ROSEN  
-- LETTERER  
BOB SHAREN  
-- COLORIST  
DANNY FINGEROTH  
-- EDITOR  
JIM SHOOTER  
-- EDITOR-IN-CHIEF

AND NOW, AS HE RETURNS  
TO HIS CHELSEA APART-  
MENT, HE IS GREETED BY  
MARY JANE WATSON,  
ONE OF HIS OLDEST,  
DEAREST FRIENDS, WHO  
STAGGERS HIM WITH A  
MOST STARTLING REVELA-  
TION...



\*SPECTACULAR SPIDER-MAN #94 & #95.  
\*\*AMAZING SPIDER-MAN #256 & 257--DANNY.





MY SECRET IDENTITY--!  
SHE KNOWS!

SHE  
KNOWS!

THIS IS ALL PUMA'S FAULT! IF ONLY HIS SUPER-SENSES  
HADN'T LED HIM HERE WHILE MARY JANE WAS VISITING--!\*

MY SPIDER-  
SENSE WARNED  
ME OF HIS AP-  
PROACH IN SUF-  
FICIENT TIME TO  
SHOVE HER INTO  
THE HALLWAY--  
OUT OF HARM'S  
WAY-- BUT SHE  
MUST HAVE HEARD  
THE COMMO-  
TION WHEN HE AT-  
TACKED ME!

\*SEE LAST ISSUE FOR  
DETAILS-- DANNY.



MARY  
JANE!  
WAIT--!

WE HAVE TO  
TALK!

WHAT'S  
THE USE,  
PETER?

YOU'RE ONLY GOING  
TO LIE TO ME!



YOU'LL DENY EVERYTHING,  
AND I REALLY CAN'T  
BLAME YOU!

AFTER ALL, HOW  
COULD YOU EVER  
CONFIDE IN AN  
AIRHEAD LIKE  
MARY JANE  
WATSON !?

MARY  
JANE,  
PLEASE--!



I CARE ABOUT YOU, PETER! I  
REALLY DO! BUT YOU COME WITH  
SO MUCH BAGGAGE! YOU CAN'T  
IMAGINE HOW HARD IT IS TO  
ACCEPT THE FACT THAT ONE OF  
MY CLOSEST FRIENDS IS  
CONSTANTLY OUT RISKING  
HIS LIFE!

THAT'S  
WHY I ORIGI-  
NALLY LEFT  
NEW YORK!

I JUST  
COULDN'T  
TAKE IT  
ANYMORE!

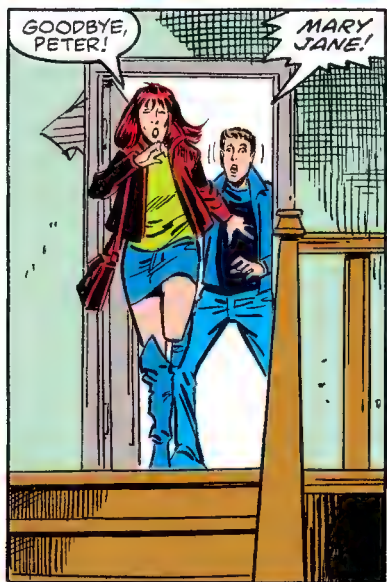


I HAD TO GET AWAY  
FROM YOU... AND  
SPIDER-MAN!

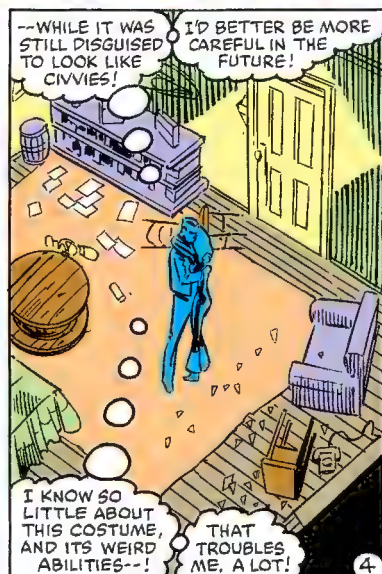
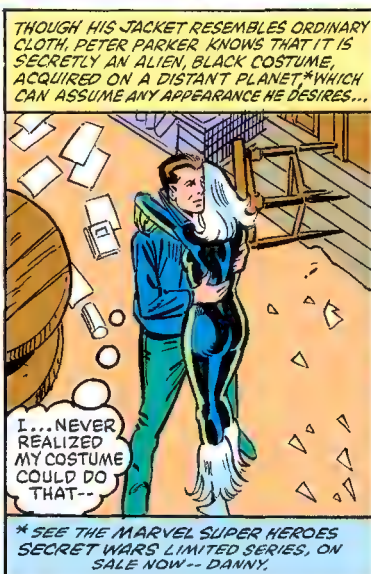
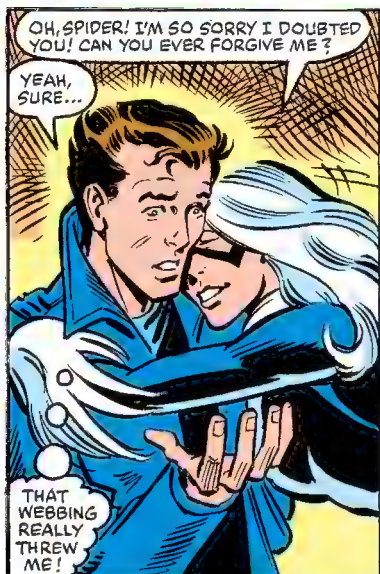
UH-OH! AS IF I DIDN'T HAVE  
ENOUGH TO WORRY ABOUT, I  
SENSE SOMEONE OUTSIDE  
MY WINDOW--!

HAS PUMA RE-  
TURNED TO STRIKE  
AGAIN?!

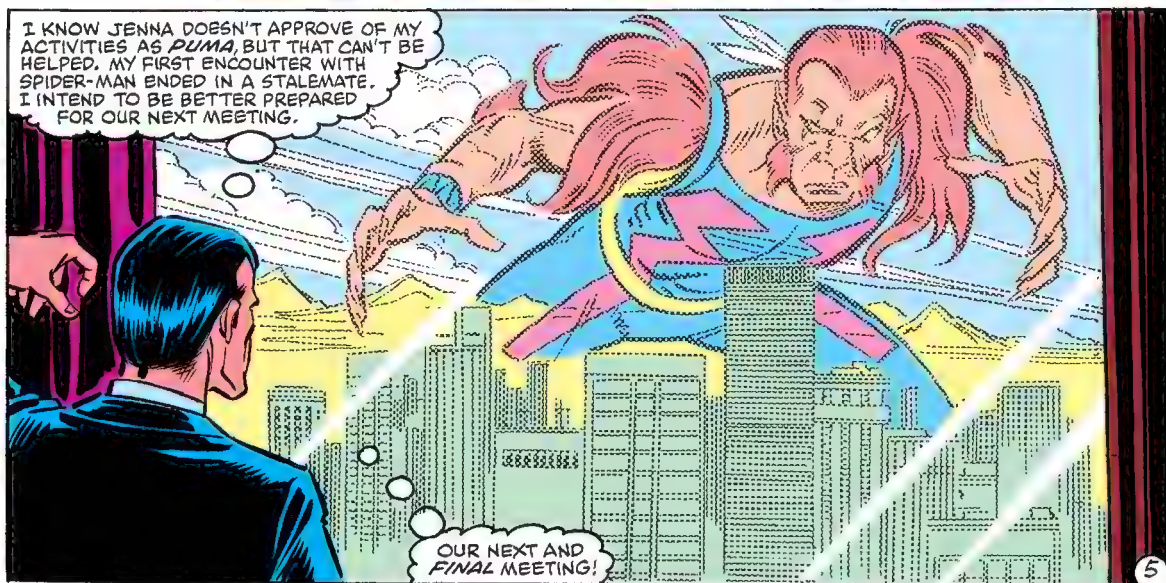
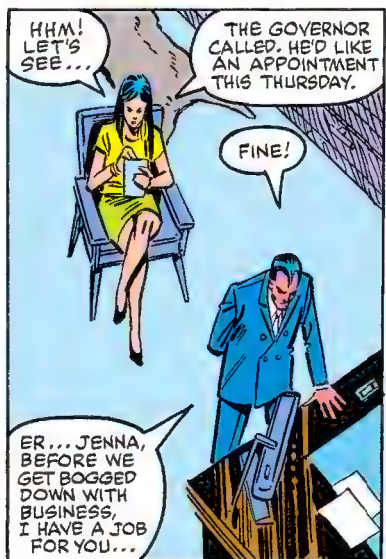
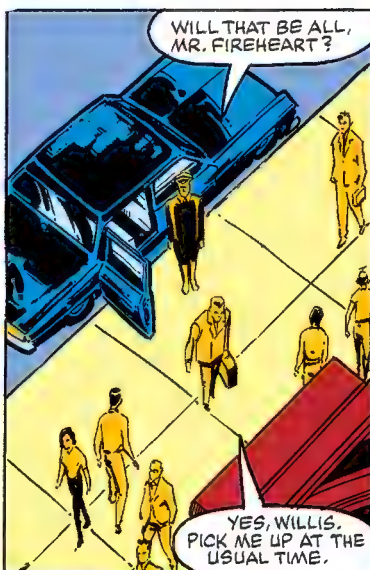




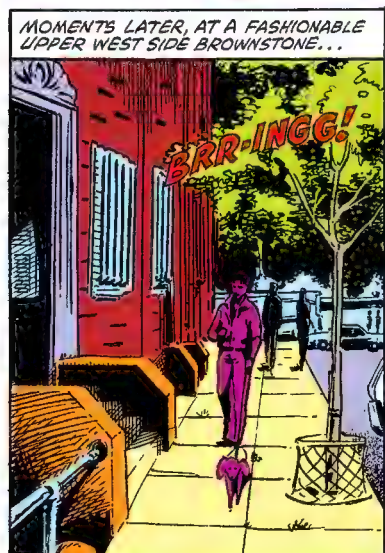
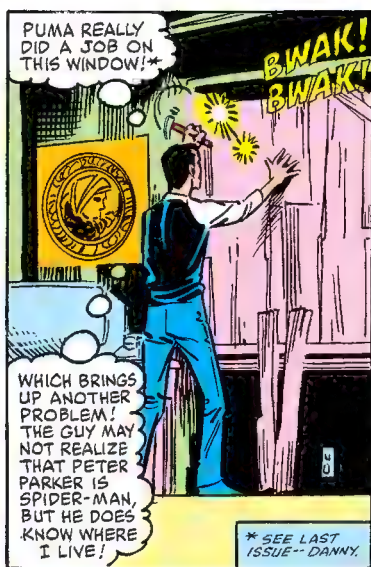








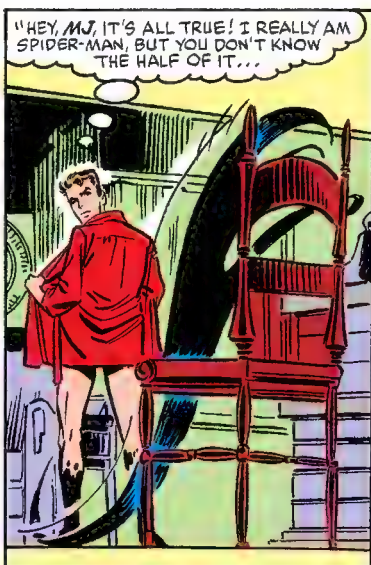




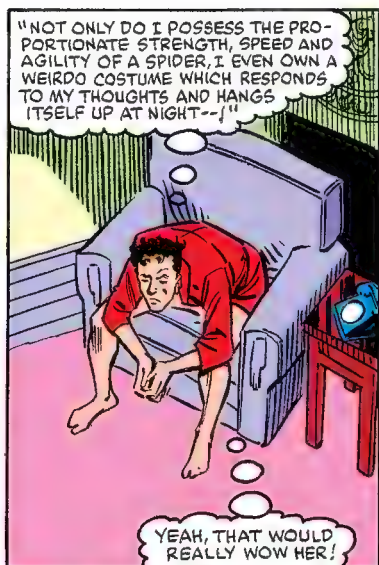




NO ANSWER! IT'S JUST AS WELL! WHAT WOULD I SAY TO HER ANYWAY?!

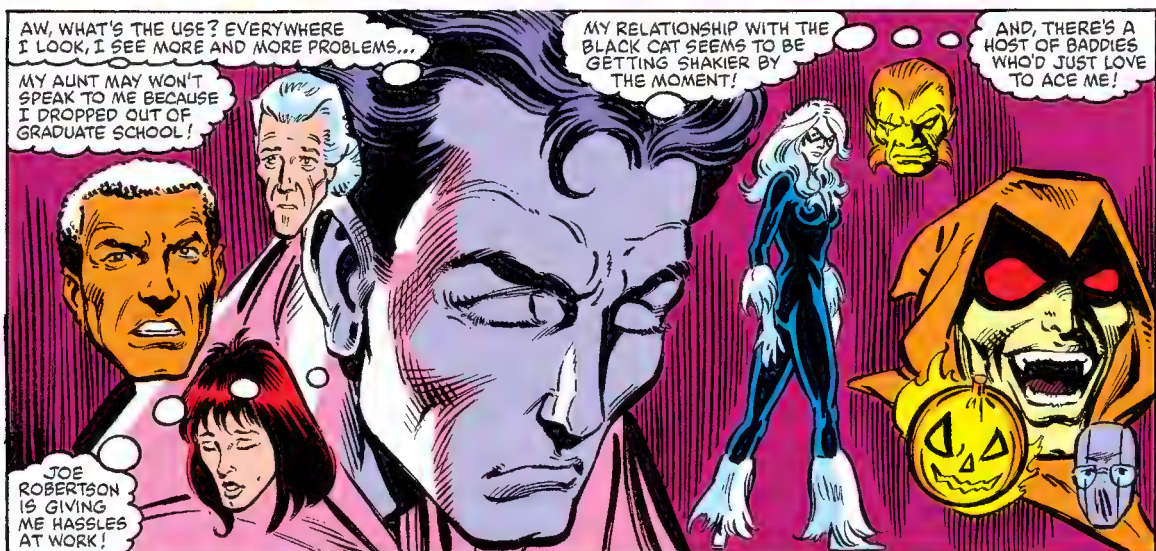


"HEY, MJ, IT'S ALL TRUE! I REALLY AM SPIDER-MAN, BUT YOU DON'T KNOW THE HALF OF IT..."



"NOT ONLY DO I POSSESS THE PROPORTIONATE STRENGTH, SPEED AND AGILITY OF A SPIDER, I EVEN OWN A WEIRDO COSTUME WHICH RESPONDS TO MY THOUGHTS AND HANGS ITSELF UP AT NIGHT--!"

YEAH, THAT WOULD REALLY WOW HER!



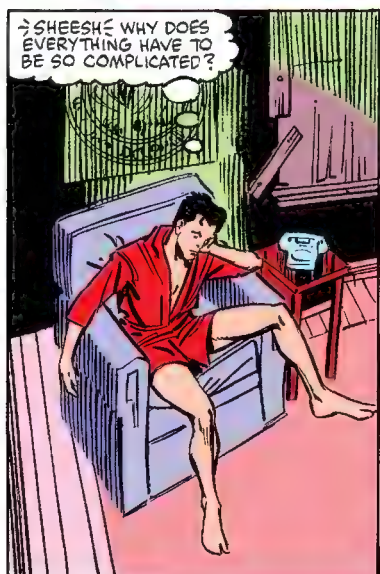
AW, WHAT'S THE USE? EVERYWHERE I LOOK, I SEE MORE AND MORE PROBLEMS...

MY AUNT MAY WON'T SPEAK TO ME BECAUSE I DROPPED OUT OF GRADUATE SCHOOL!

JOE ROBERTSON IS GIVING ME HASSLES AT WORK!

MY RELATIONSHIP WITH THE BLACK CAT SEEMS TO BE GETTING SHAKIER BY THE MOMENT!

AND, THERE'S A HOST OF BADDIES WHO'D JUST LOVE TO ACE ME!



→SHEESH! WHY DOES EVERYTHING HAVE TO BE SO COMPLICATED?



IT'S SO DEPRESSING! SOMETIMES I FEEL LIKE I HAVE ABSOLUTELY NO CONTROL OVER MY OWN LIFE!

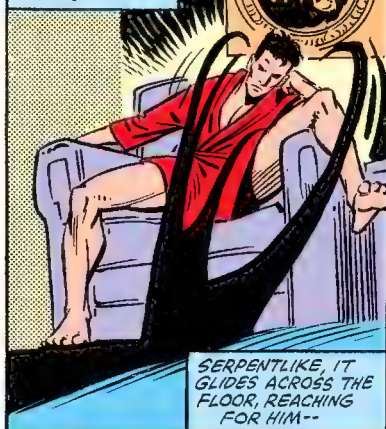


THAT FRIGHTENS ME...



SOON, A TROUBLED SLEEP CLAIMS THE  
TIRED, BROODING YOUNG MAN. BUT,  
SHORTLY AFTER IT DOES...

...HIS UNCANNY  
COSTUME BEGINS  
TO STIR!

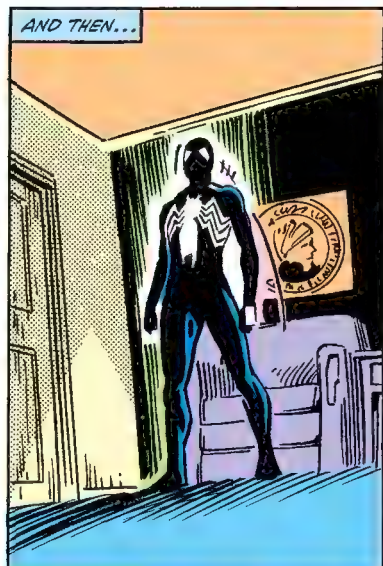


SERPENTLIKE, IT  
GLIDES ACROSS THE  
FLOOR, REACHING  
FOR HIM--

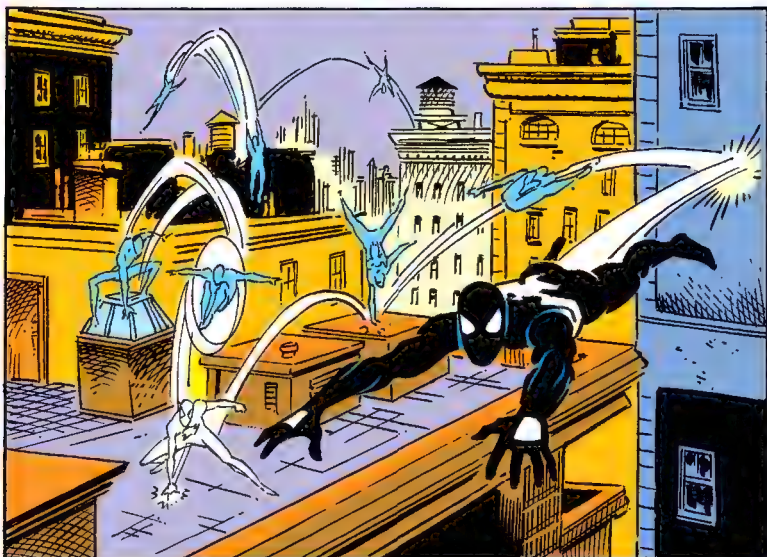
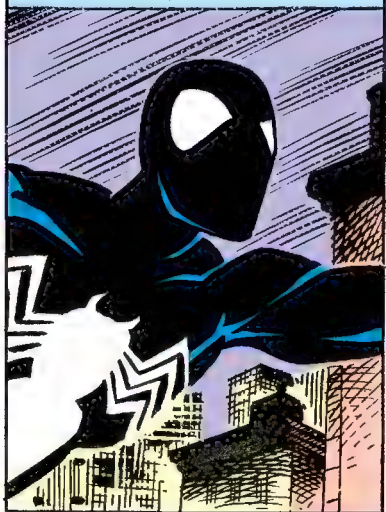
--FLOWING OVER  
HIM, UNTIL IT  
COVERS HIS  
ENTIRE BODY!



AND THEN...



AND YET, EVEN THOUGH SPIDER-MAN  
HAUNTS THIS NIGHT, AGILELY SPRING-  
ING FROM ROOFTOP TO ROOFTOP...



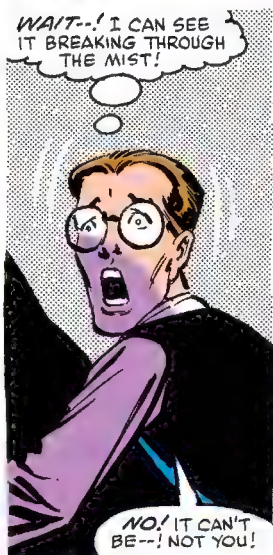
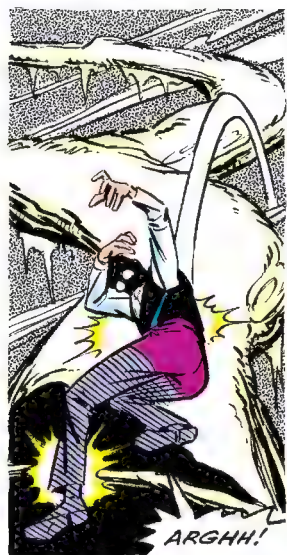
...IF WE COULD PEER BENEATH HIS  
MASK, WE WOULD SEE THAT PETER  
PARKER IS OBLIVIOUS TO ALL!



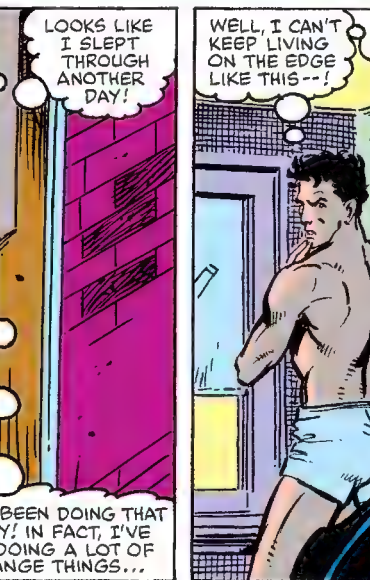
HE  
SLEEPS--



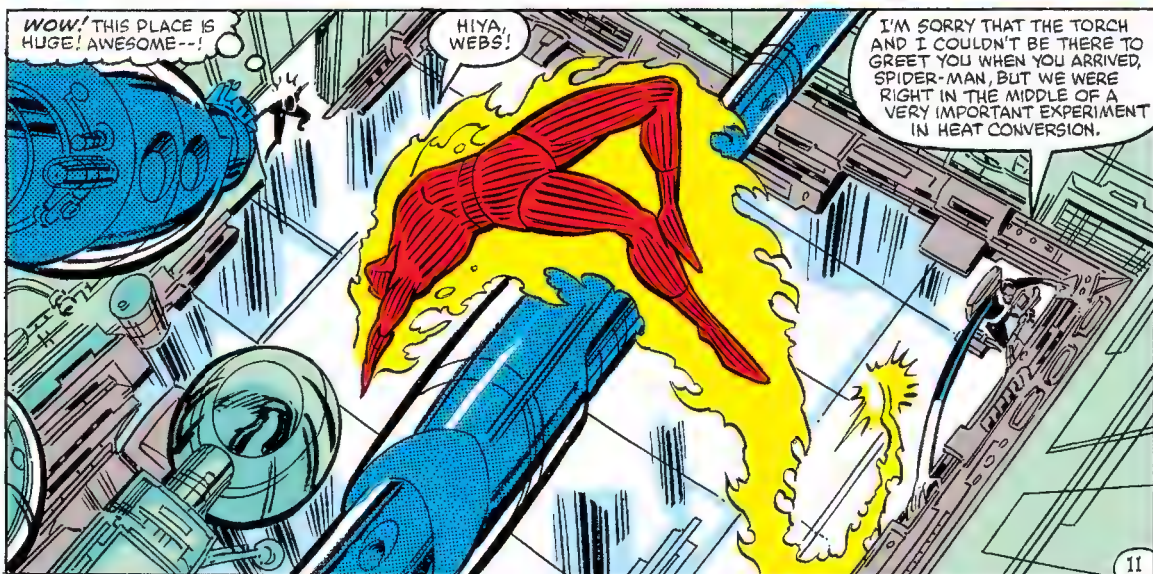
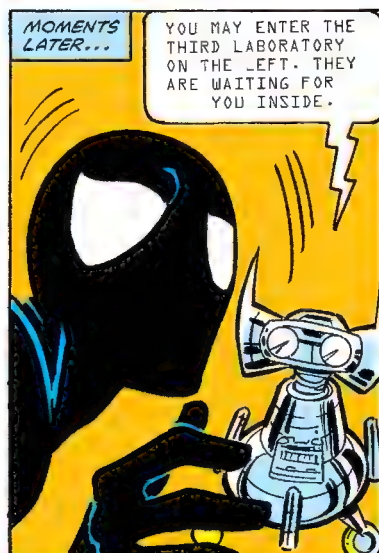
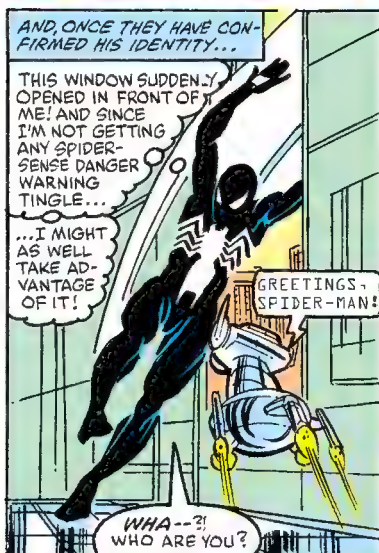
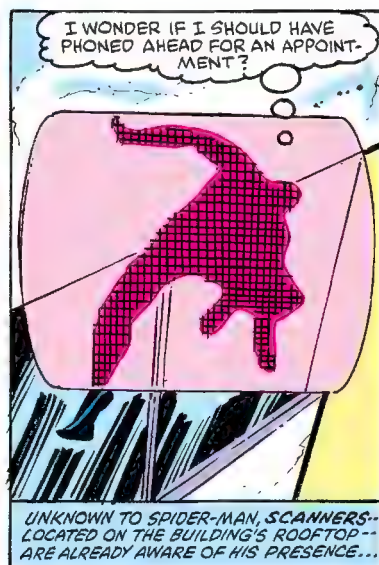




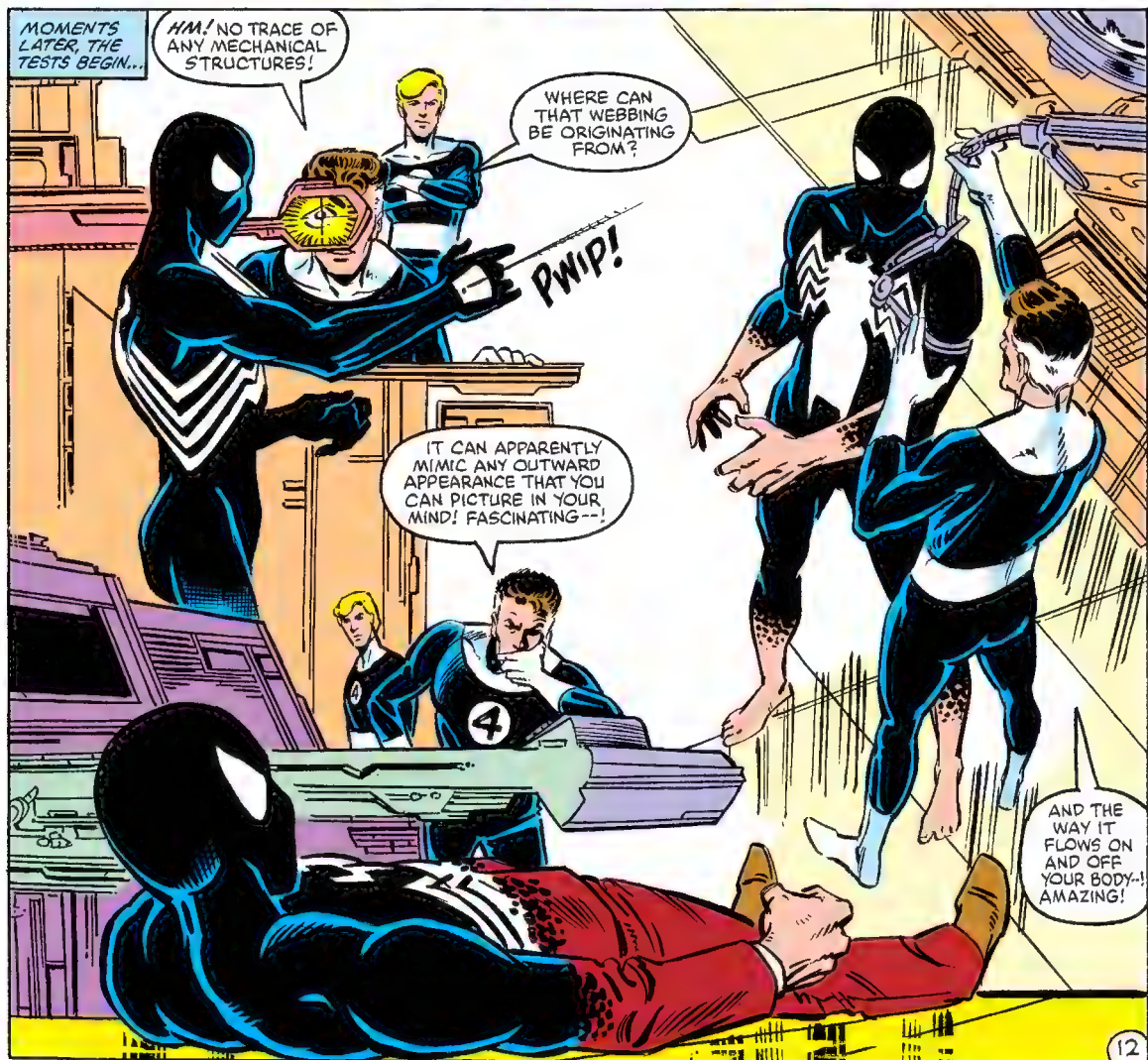




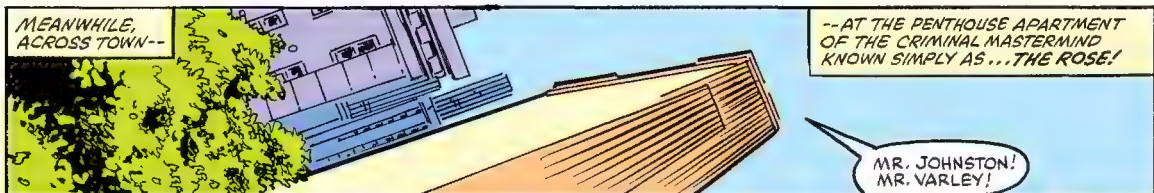




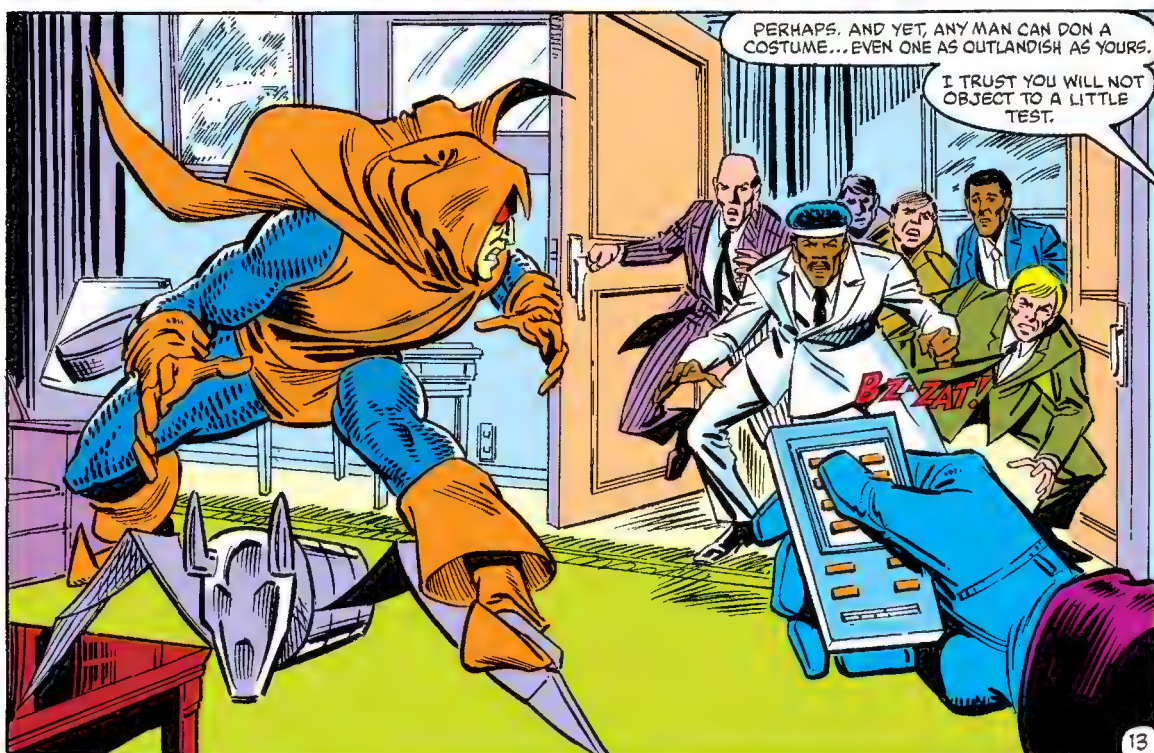
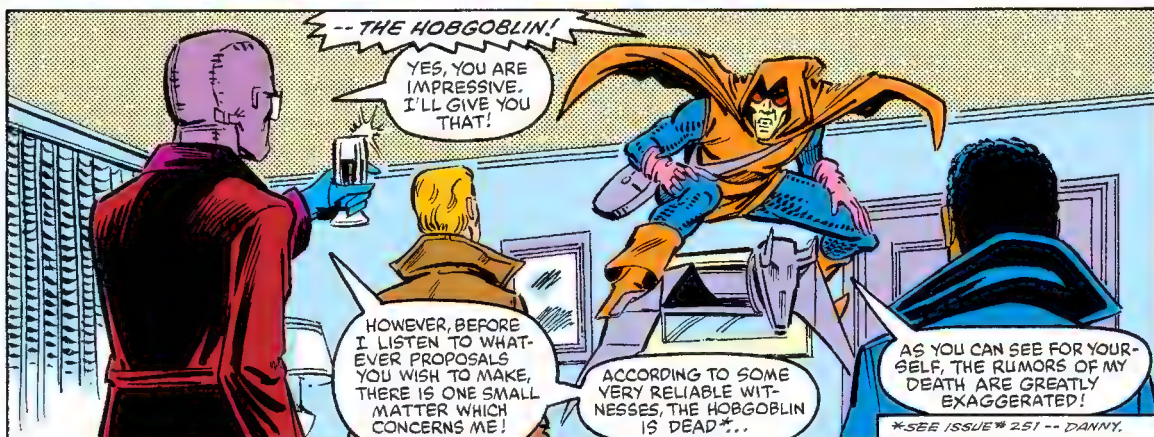
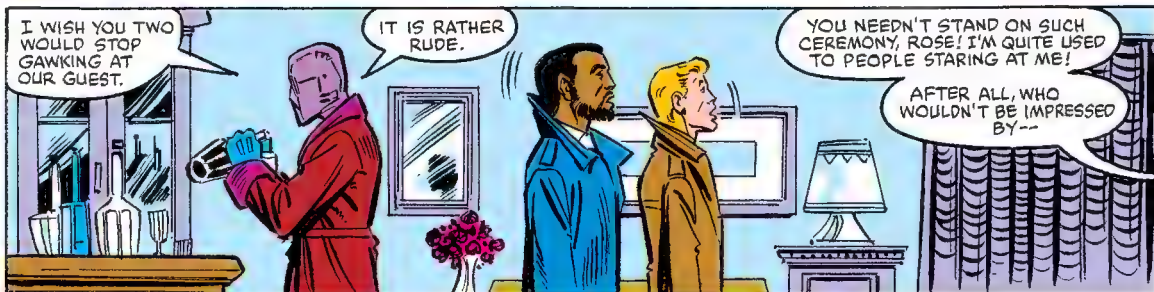




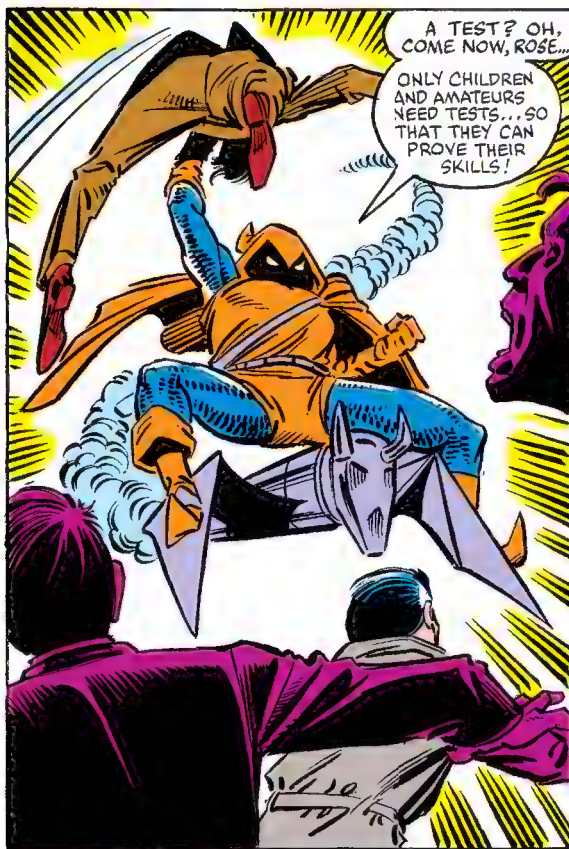




-- AT THE PENTHOUSE APARTMENT OF THE CRIMINAL MASTERMIND KNOWN SIMPLY AS...THE ROSE!

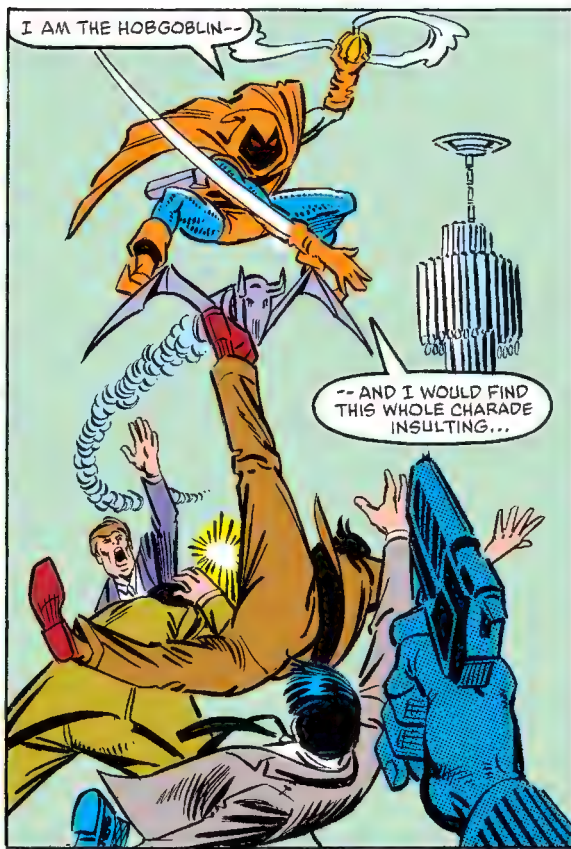






A TEST? OH, COME NOW, ROSE...

ONLY CHILDREN AND AMATEURS NEED TESTS... SO THAT THEY CAN PROVE THEIR SKILLS!



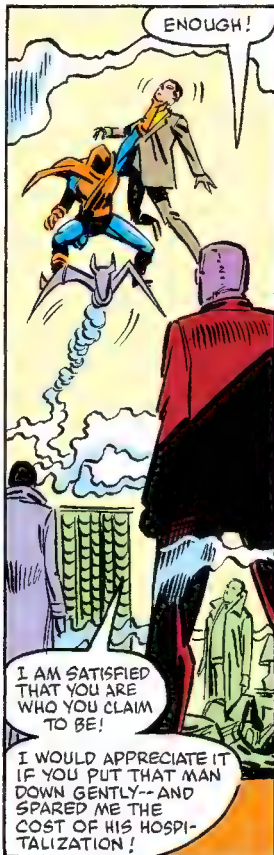
I AM THE HOBGOBLIN--

-- AND I WOULD FIND THIS WHOLE CHARADE INSULTING...



...WERE IT NOT SO AMUSING!

AARGH!



ENOUGH!

I AM SATISFIED THAT YOU ARE WHO YOU CLAIM TO BE!

I WOULD APPRECIATE IT IF YOU PUT THAT MAN DOWN GENTLY--AND SPARED ME THE COST OF HIS HOSPITALIZATION!



FIVE SECONDS! HE TOOK OUT A HANDFUL OF OUR BEST MEN IN FIVE SECONDS! UNBELIEVABLE--!

NOW THEN, LET'S GET DOWN TO BUSINESS, SHALL WE?

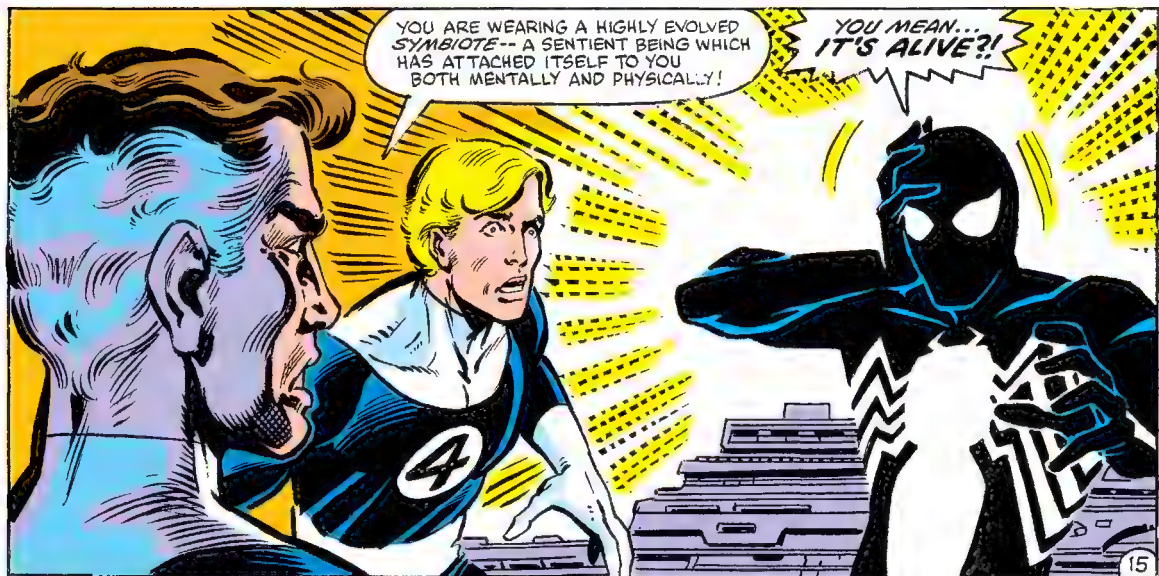
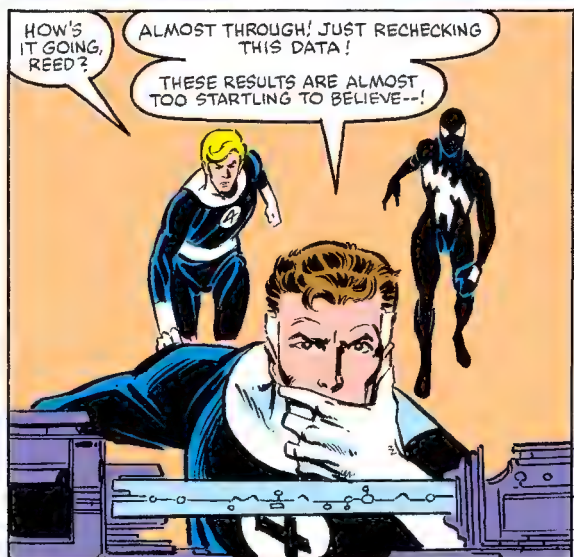
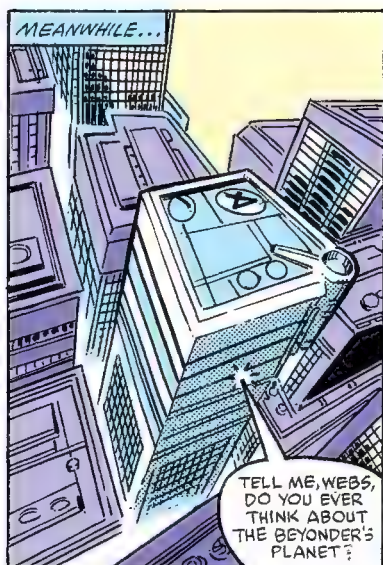
I BELIEVE YOU HAVE A PROPOSITION...



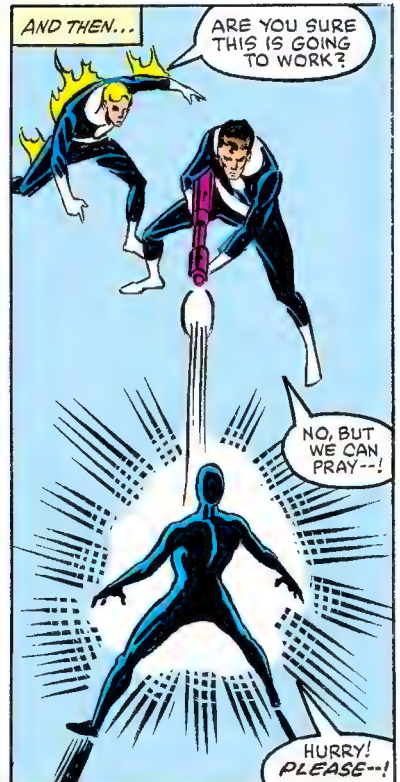
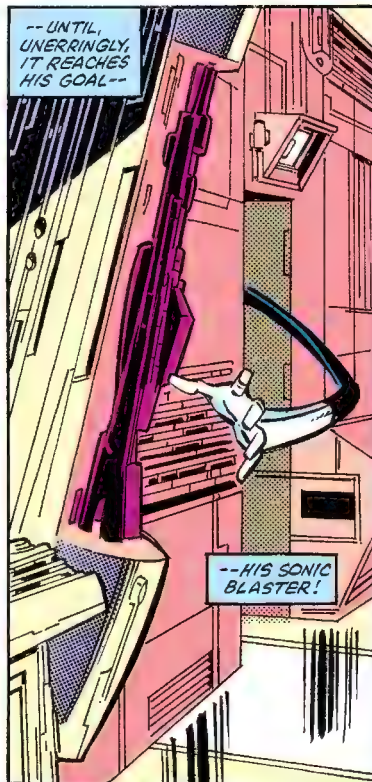
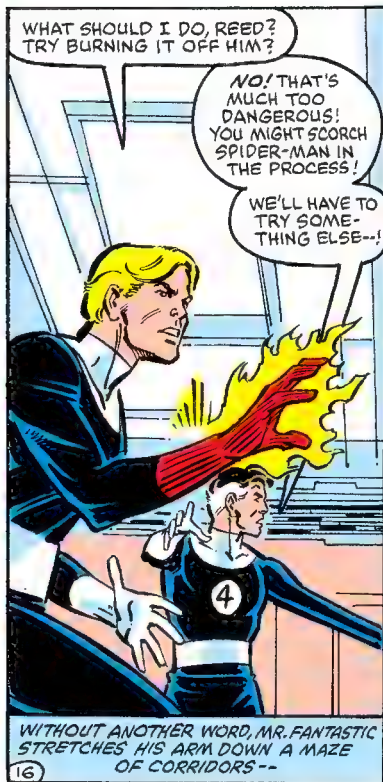
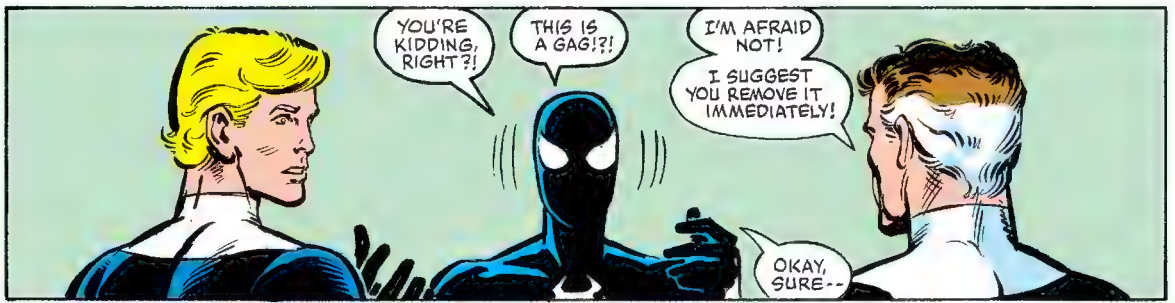
I DO! ONE WHICH WILL HELP INCREASE YOUR POWER...UNTIL IT RIVALS THAT OF THE KINGPIN OF CRIME HIMSELF--

--WHILE, AT THE SAME TIME, IT ALSO INSURES THE DEATH OF OUR MUTUAL FOE... SPIDER-MAN!

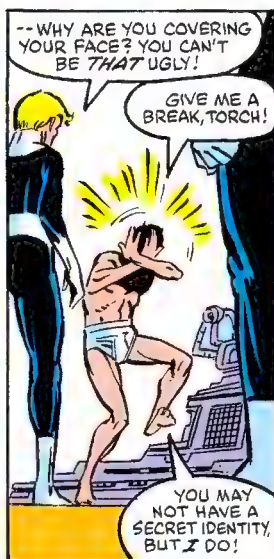
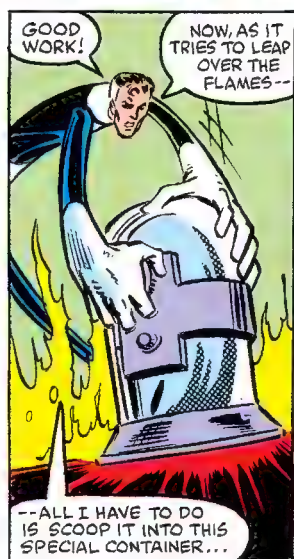
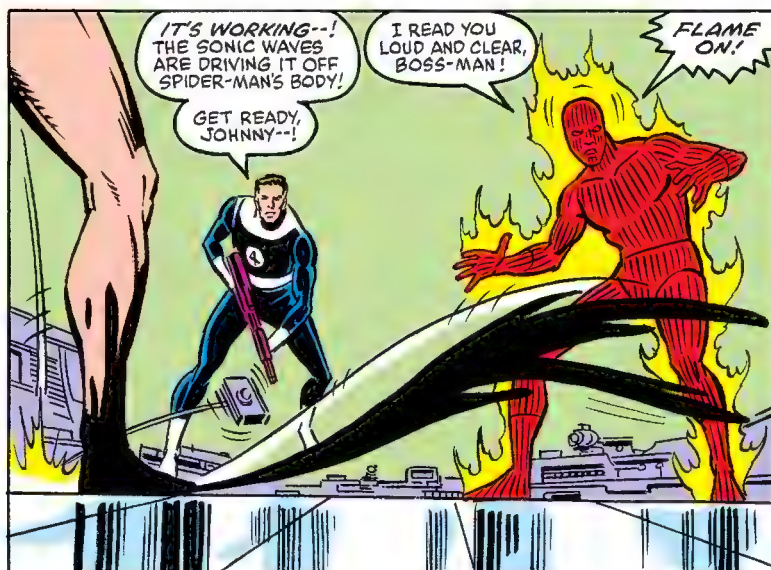




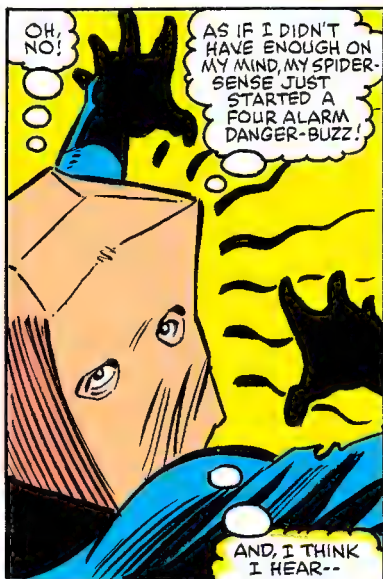
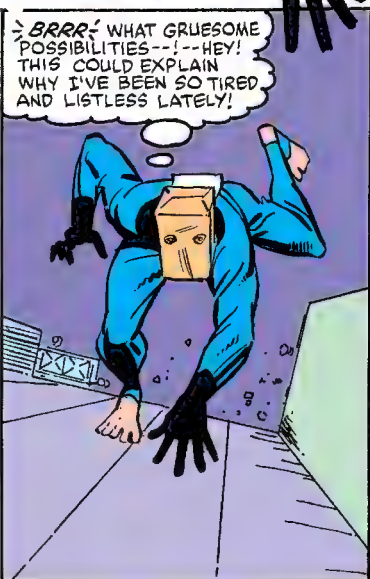
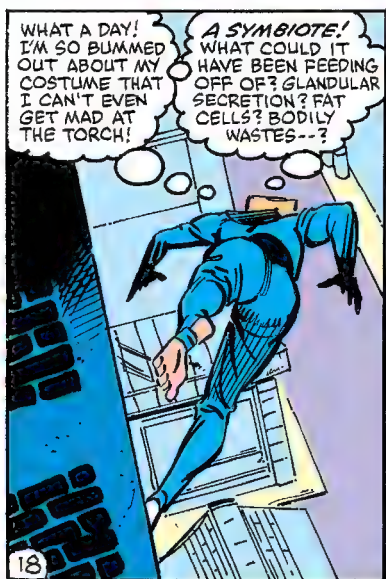
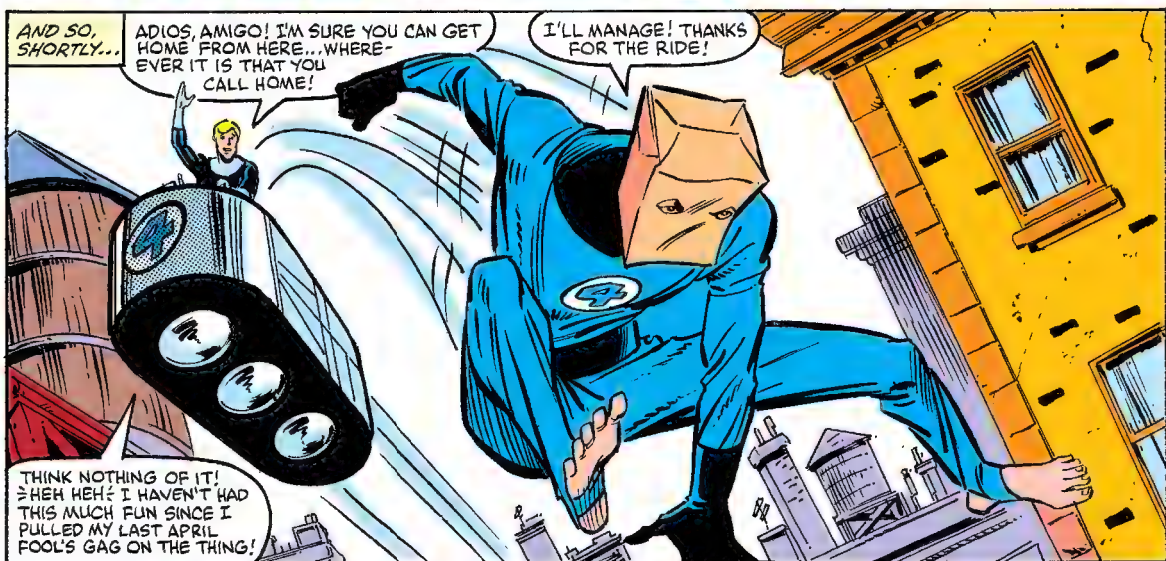
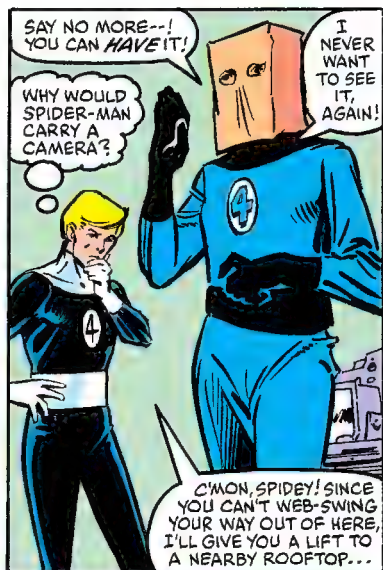
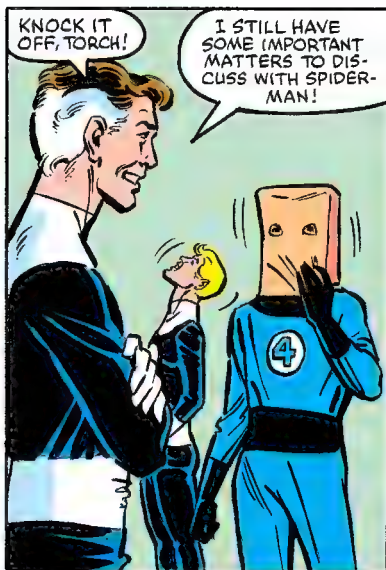




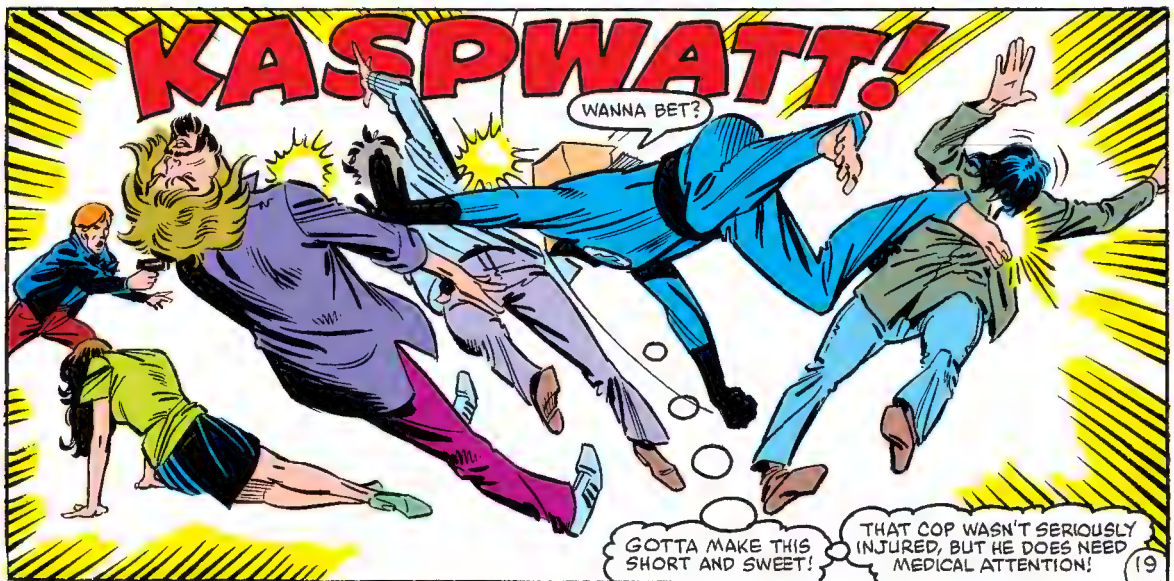
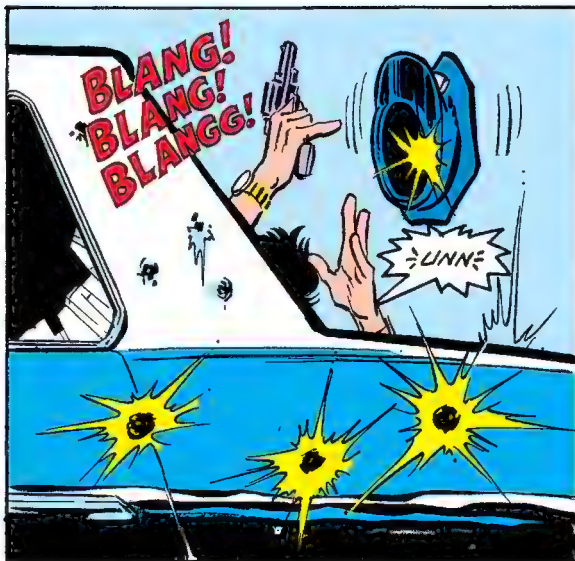
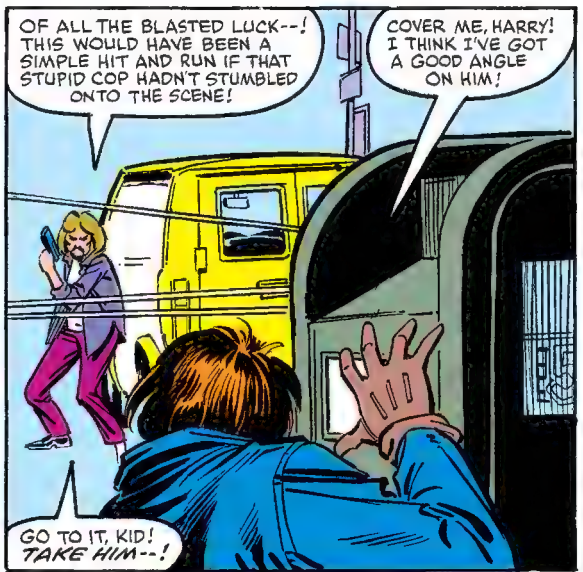
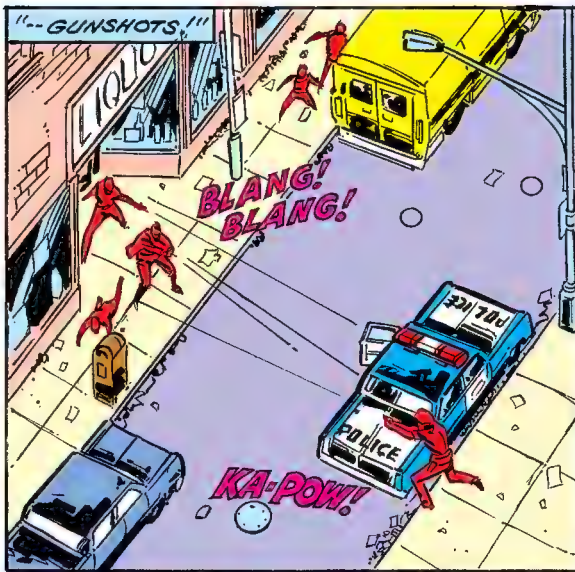




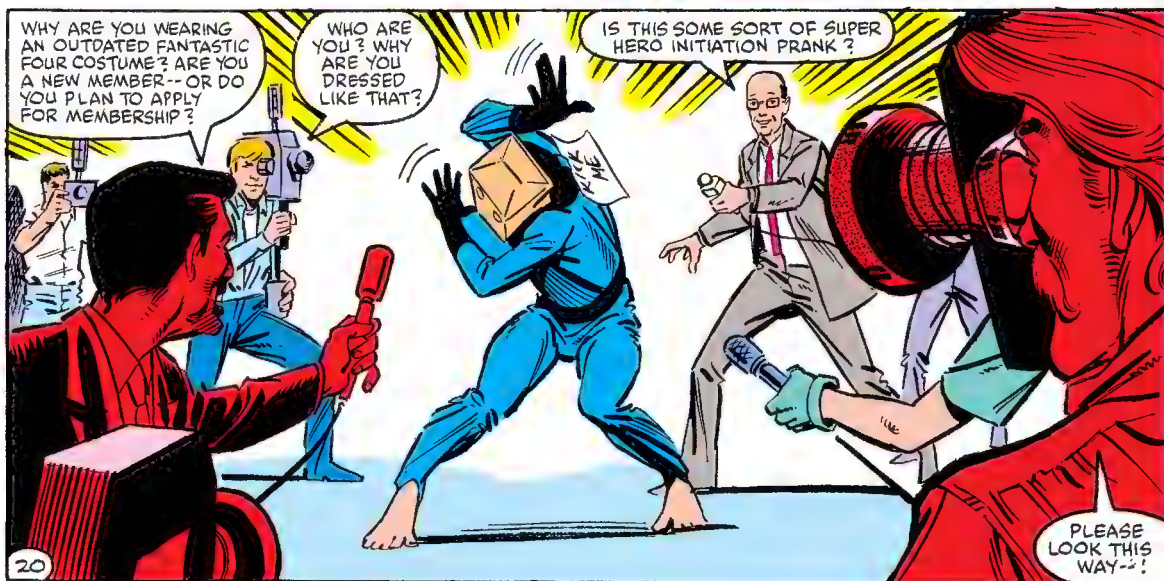
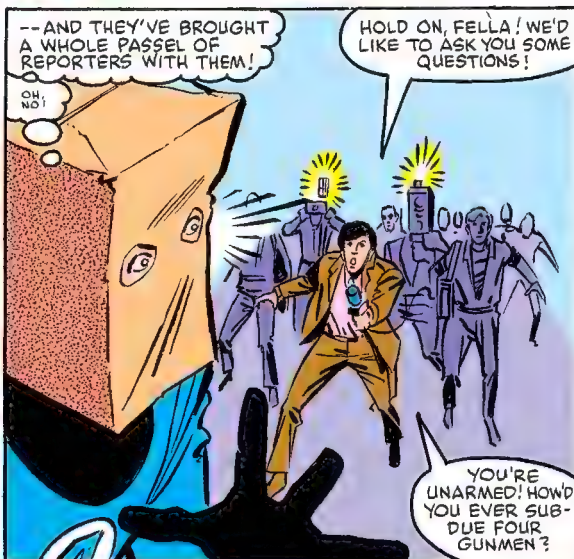
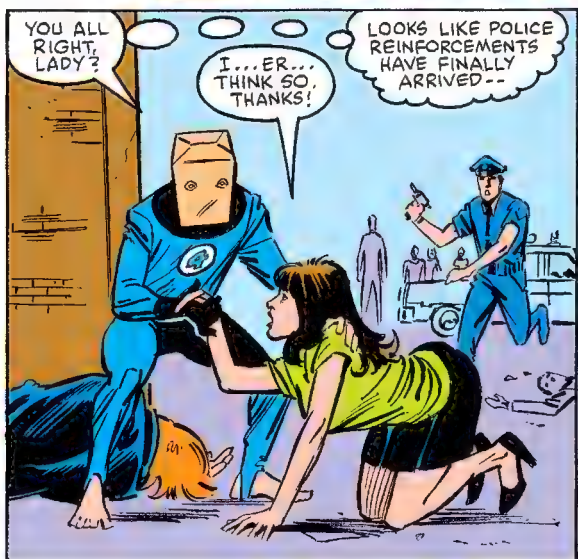




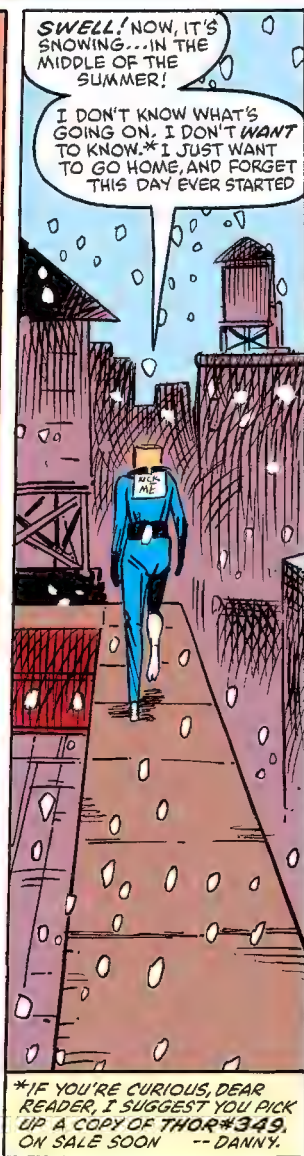
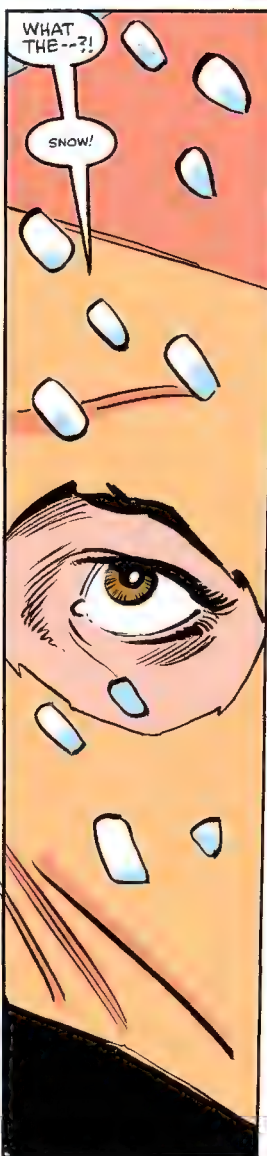
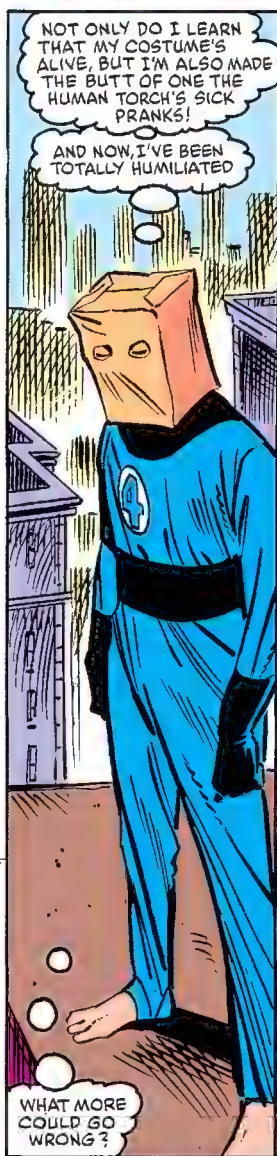
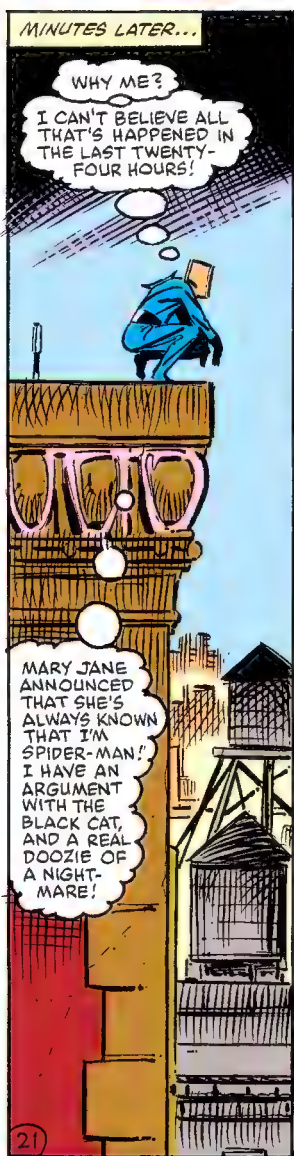
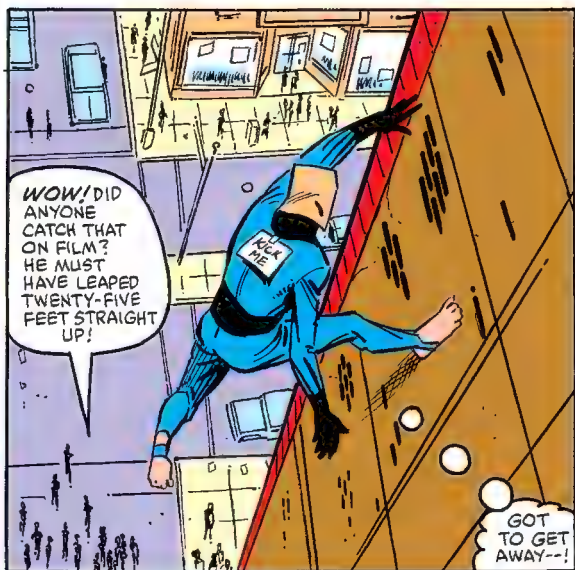




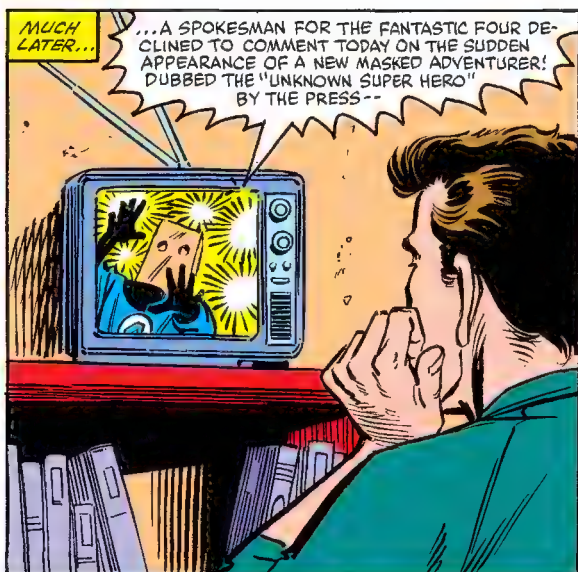






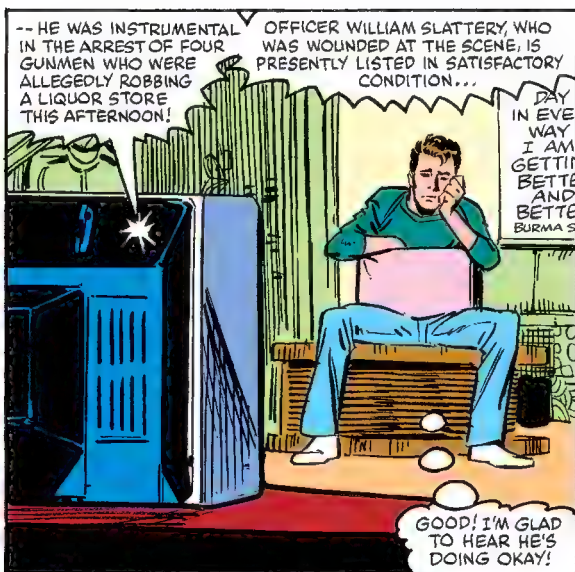






MUCH LATER...

...A SPOKESMAN FOR THE FANTASTIC FOUR DECLINED TO COMMENT TODAY ON THE SUDDEN APPEARANCE OF A NEW MASKED ADVENTURER! DUBBED THE "UNKNOWN SUPER HERO" BY THE PRESS--



-- HE WAS INSTRUMENTAL IN THE ARREST OF FOUR GUNMEN WHO WERE ALLEGEDLY ROBBERING A LIQUOR STORE THIS AFTERNOON!

OFFICER WILLIAM SLATTERY, WHO WAS WOUNDED AT THE SCENE, IS PRESENTLY LISTED IN SATISFACTORY CONDITION...

DAY IN EVEN WAY I AM GETTING BETTER AND BETTER BURMA S

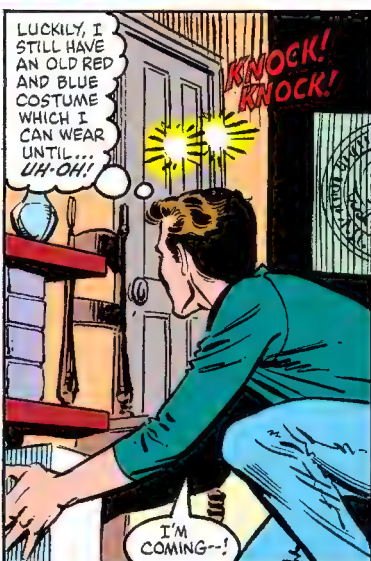
GOOD! I'M GLAD TO HEAR HE'S DOING OKAY!



HMMM...

THESE OLD WEB-SHOOTERS ARE IN A SORRY STATE!

NOW THAT I'VE LOST MY BLACK COSTUME, IT'S GONNA TAKE ME AWHILE TO OUTFIT MYSELF AS SPIDER-MAN AGAIN...



LUCKILY, I STILL HAVE AN OLD RED AND BLUE COSTUME WHICH I CAN WEAR UNTIL... UH-OH!

KNOCK! KNOCK!

I'M COMING--!



MARY JANE--?!

HELLO, PETER. CAN I COME IN?

HAVE YOU SEEN THE WEATHER OUTSIDE? REAL WEIRD, HUH?

YEAH, BUT WE CAN TALK ABOUT THE WEATHER SOME OTHER TIME... I'VE, ER, BEEN TRYING TO CALL YOU!



I KNOW.

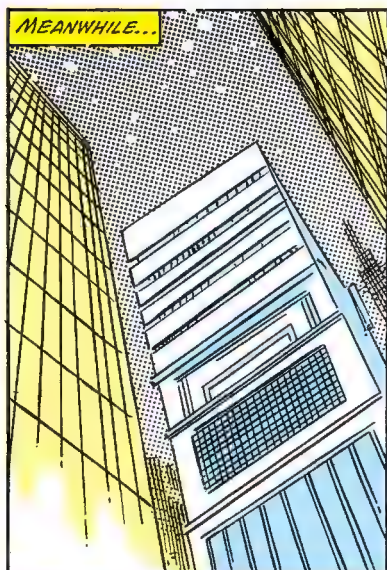
LOOK, PETER, I'M REAL SORRY I RAN OUT ON YOU YESTERDAY. IT WAS A ROTTEN THING TO DO.

MARY JANE, I...

NO, PETER. PLEASE LET ME FINISH... YOU SEE, I'VE BEEN DOING A LOT OF THINKING ABOUT YOU... ABOUT US... AND I'VE COME TO A DECISION.

I'VE KNOWN YOUR SECRETS FOR QUITE SOME TIME, BUT YOU'VE NEVER KNOWN MINE. WELL, I GUESS IT'S ONLY FAIR THAT YOU DO...



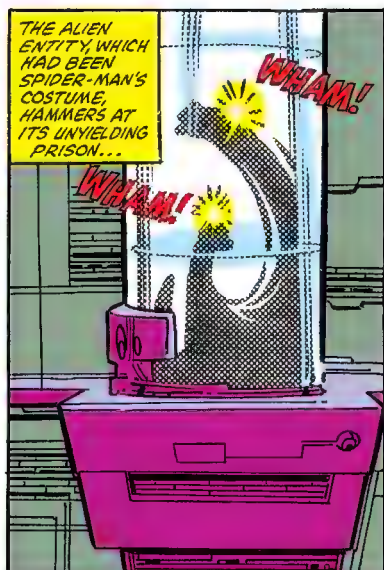


MEANWHILE...



IN A SECLUDED  
LABORATORY  
LOCATED WITHIN  
FANTASTIC FOUR  
HEADQUARTERS...

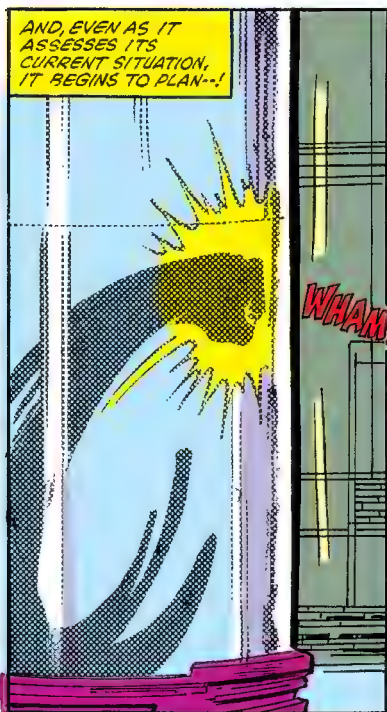
WHAM!  
WHAM!  
WHAM!



THE ALIEN  
ENTITY, WHICH  
HAD BEEN  
SPIDER-MAN'S  
COSTUME,  
HAMMERS AT  
ITS UNYIELDING  
PRISON...

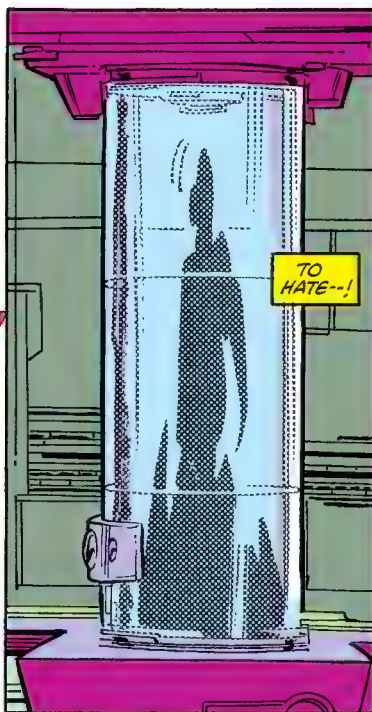
WHAM!

WHAM!

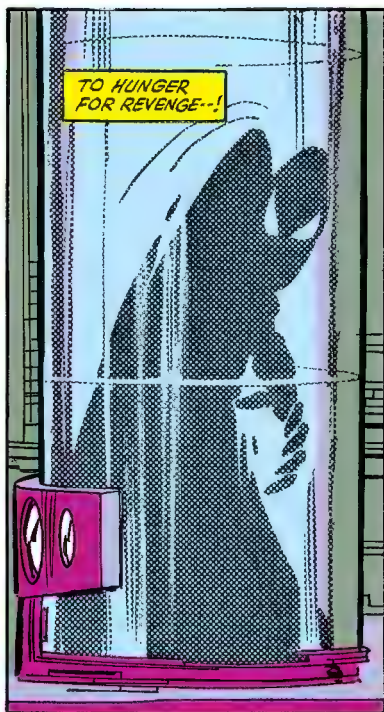


AND, EVEN AS IT  
ASSESSES ITS  
CURRENT SITUATION,  
IT BEGINS TO PLAN--!

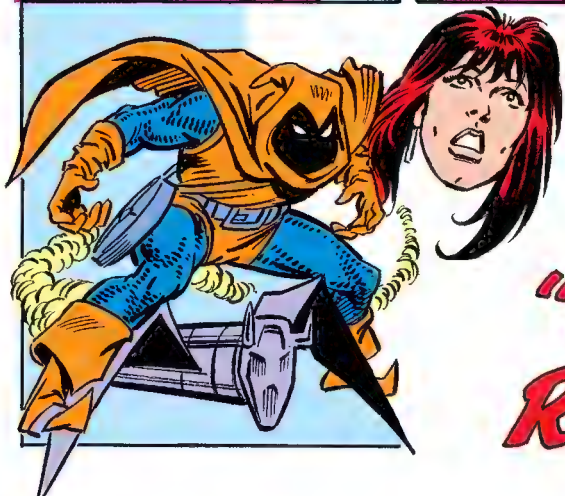
WHAM!



TO  
HATE--!



TO HUNGER  
FOR REVENGE--!



## NEXT ISSUE!

MARY JANE WATSON REVEALS  
HER TRAGIC PAST!

**PLUS--** THE HOBGOBLIN STRIKES!  
DON'T MISS...

# "all My Pasts Remembered--!"



**MARVEL**

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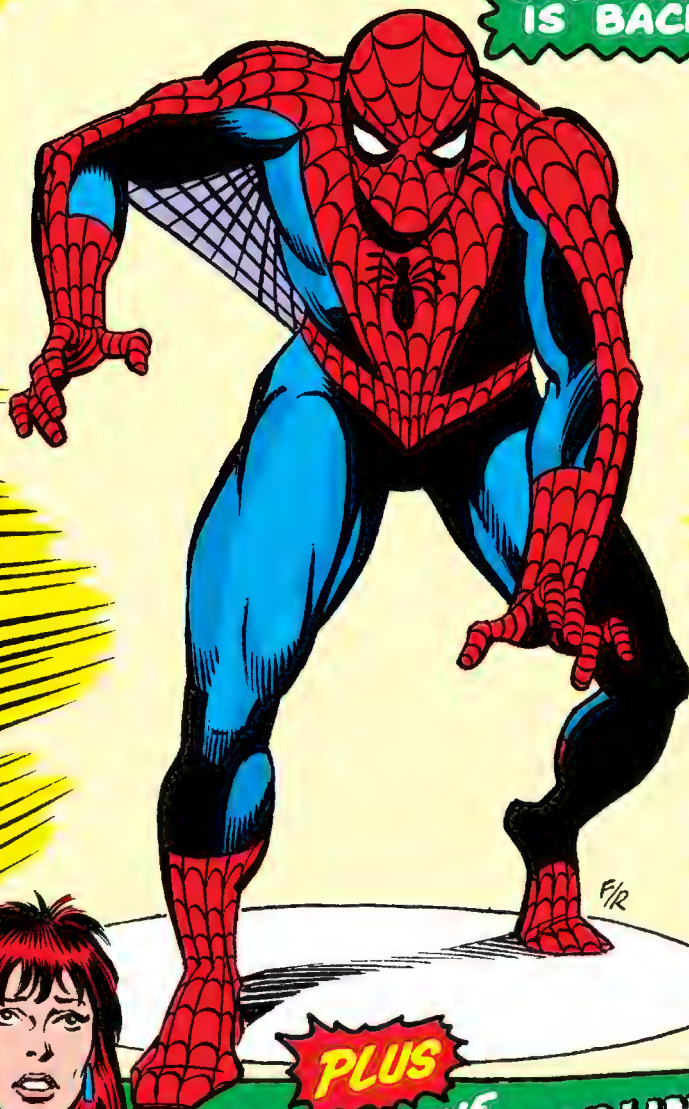
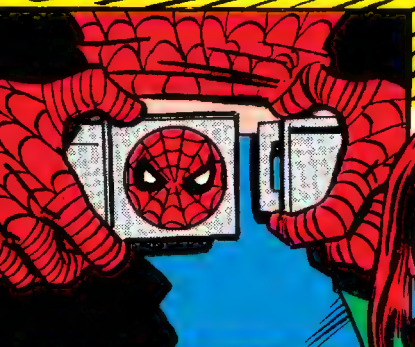
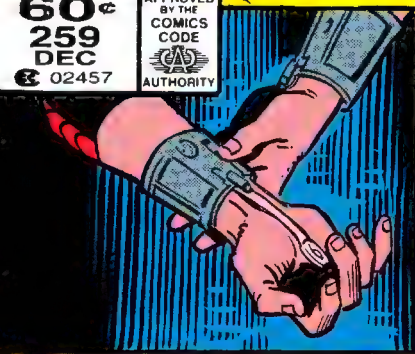
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COMICS  
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AUTHORITY

# *the* AMAZING SPIDER-MAN®

THE  
ORIGINAL  
IS BACK!



F/R

**PLUS**

THE NEVER-  
BEFORE-TOLD  
TRUE STORY OF  
MARY JANE  
WATSON!

THE  
HOBGOBLIN  
STRIKES!







# ALL MY PASTS REMEMBERED!

I'M REAL GLAD  
WE FINALLY GOT  
THIS CHANCE TO  
TALK, PETER.

I CAN JUST IMAGINE  
HOW CRAZY YOUR LIFE  
HAS BEEN LATELY...  
ESPECIALLY SINCE I  
TOLD YOU THAT I  
KNOW YOU'RE  
**SPIDER-MAN!**\*

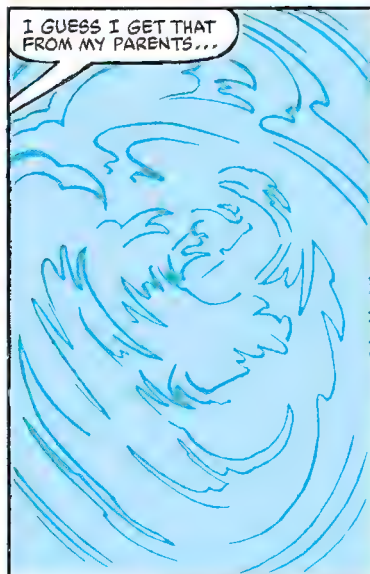
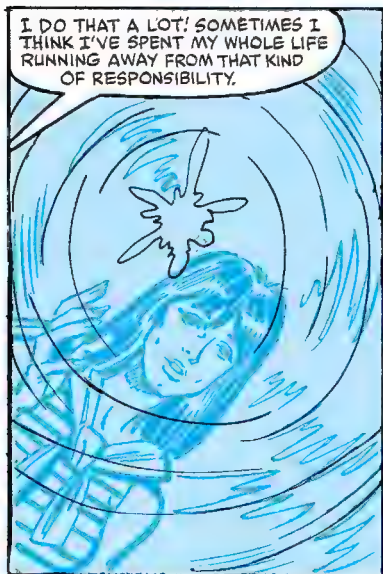
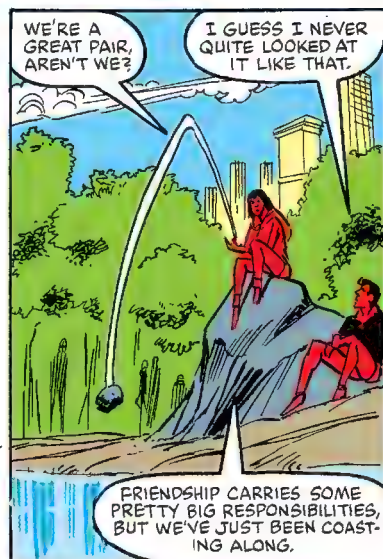
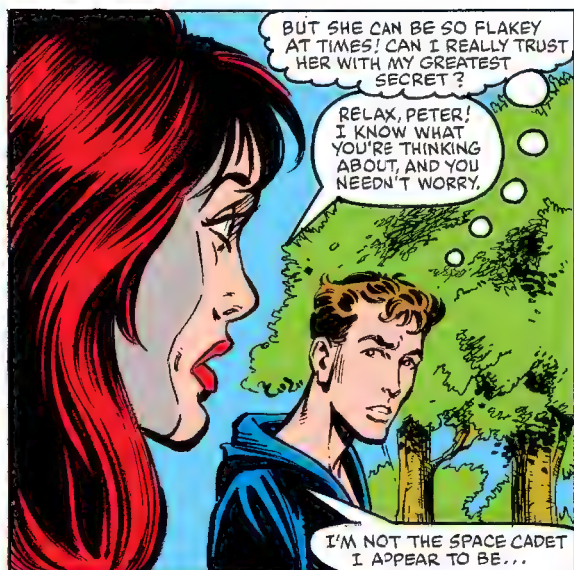
WHAT AM I  
GOING TO DO?  
HOW CAN I EVER  
CONVINCE **MARY  
JANE** THAT SHE'S  
WRONG ABOUT MY  
SECRET IDENTITY?

SHOULD I  
EVEN TRY?!

STAN LEE PRESENTS  
TOM DEFALCO-- WRITER  
RON FRENZ-- PENCILER  
JOSEF RUBINSTEIN-- FINISHER  
JOE ROSEN-- LETTERER  
BOB SHAREN-- COLORIST  
DANNY FINGEROTH-- EDITOR  
JIM SHOOTER-- EDITOR-IN-CHIEF

\*SEE ISSUE #257-- DANNY.



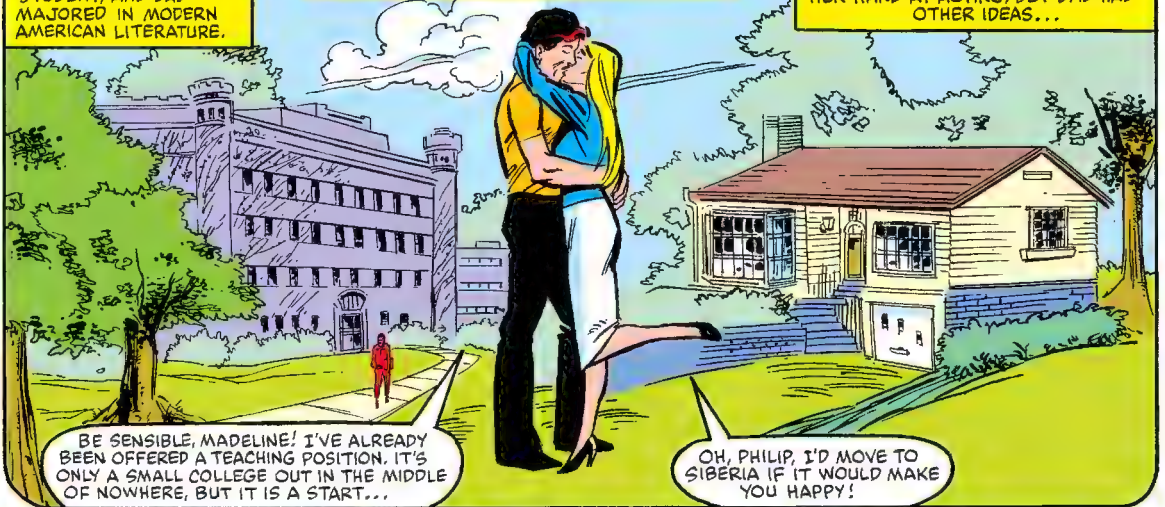




"THEY MET IN COLLEGE. MOM WAS A DRAMA STUDENT, AND DAD MAJORED IN MODERN AMERICAN LITERATURE.

"OH, THEY WERE SO IN LOVE IN THOSE DAYS! THEY JUST COULDN'T WAIT TO GET MARRIED.

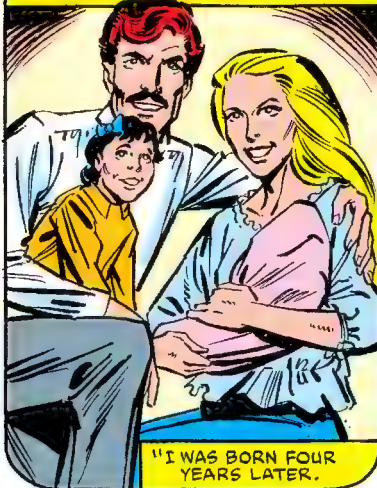
"AFTER GRADUATION, MOM WANTED TO MOVE TO NEW YORK CITY, TO TRY HER HAND AT ACTING, BUT DAD HAD OTHER IDEAS...



BE SENSIBLE, MADELINE! I'VE ALREADY BEEN OFFERED A TEACHING POSITION. IT'S ONLY A SMALL COLLEGE OUT IN THE MIDDLE OF NOWHERE, BUT IT IS A START...

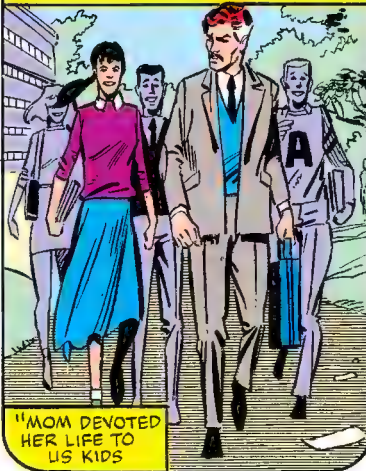
OH, PHILIP, I'D MOVE TO SIBERIA IF IT WOULD MAKE YOU HAPPY!

"THEY WERE MARRIED ABOUT EIGHTEEN MONTHS WHEN THEY HAD MY SISTER GAYLE...



"I WAS BORN FOUR YEARS LATER.

"AS THE YEARS PASSED, DAD BECAME A FULL PROFESSOR. HE WAS POPULAR WITH HIS STUDENTS, AND THE COLLEGE ADMINISTRATION RESPECTED HIM.



"MOM DEVOTED HER LIFE TO US KIDS

"MY PARENTS MUST HAVE LOOKED LIKE THEY HAD IT ALL... BUT DAD WASN'T SATISFIED. HE WANTED TO WRITE! TO PROVE TO THE WORLD THAT HE HAD THE SKILL AND TALENT TO BE ANOTHER FITZGERALD, A FAULKNER--!



"HE DIDN'T!



NO! NO! IT ISN'T COMING OUT RIGHT!

IT'S TRASH! EVERYTHING I WRITE IS TRASH!

CAN'T YOU KEEP THOSE KIDS QUIET?

MADELINE, IT'S YOUR FAULT I CAN'T CONCENTRATE!

HUSH, GIRLS! YOUR FATHER IS TRYING TO WORK!

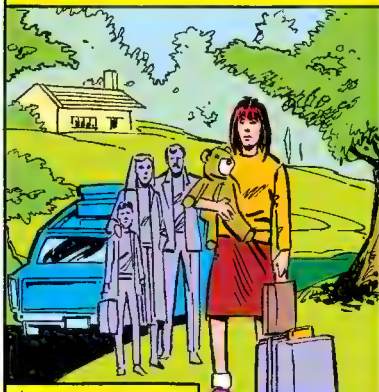
BUT WE WEREN'T DOING ANYTHING, MOMMA!



I KNOW, SWEETHEART!



"DAD BEGAN SWITCHING JOBS, MOVING FROM ONE COLLEGE TO THE NEXT. I DON'T KNOW WHAT HE WAS LOOKING FOR, BUT HE NEVER SEEMED TO FIND IT.



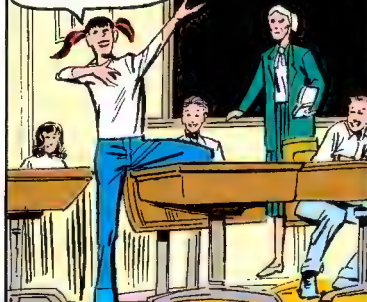
"MOM ENDURED THE CONSTANT MOVING, EVEN THOUGH SHE HATED IT.

"I WASN'T WILD ABOUT IT EITHER.

"AS A RESULT, GAYLE AND I WERE ALWAYS CHANGING SCHOOLS. IT WASN'T EASY TO MAKE FRIENDS... BUT I REALLY WANTED THE OTHER KIDS TO LIKE ME, TO NOTICE ME...

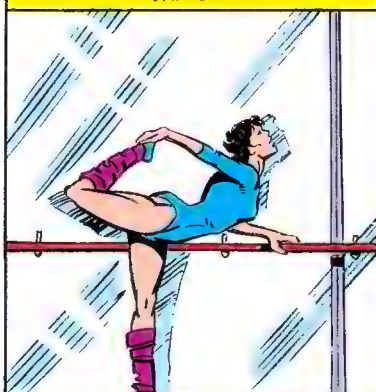
WE HAVE A NEW STUDENT... MARY JANE WATSON.

THAT'S ME--THE ONE AND ONLY!



"I GUESS I BECAME A BIT OF A CLASS CLOWN!

"GAYLE HANDLED HER LONELINESS DIFFERENTLY. SHE BEGAN TO STUDY DANCE...

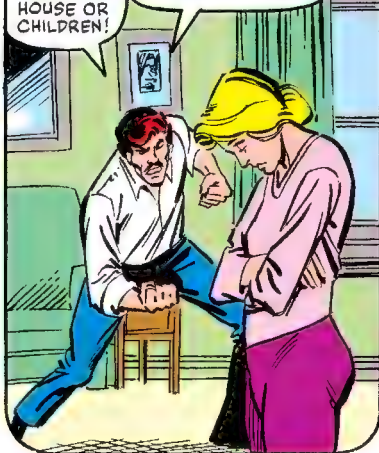


"SHE WOULD PRACTICE FOR HOURS...JUST HER AND HER MUSIC!

"MEANWHILE, THINGS CONTINUED TO GET WORSE BETWEEN MOM AND DAD...

I NEVER WANTED A HOUSE OR CHILDREN!

THEY'RE ANCHORS HOLDING ME DOWN!



"AND THEN, ONE DAY...

ENOUGH! THOSE BLOODY DANCE LESSONS ARE COSTING ME A FORTUNE!

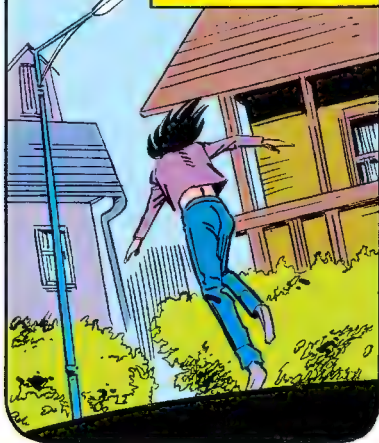


PHILIP, NO--!

NOT THE CHILDREN--! DON'T TAKE YOUR FRUSTRATIONS OUT ON THEM, TOO!

"I COULDN'T BELIEVE MY FATHER HAD ACTUALLY STRUCK GAYLE! I FELT HELPLESS! ENRAGED--!

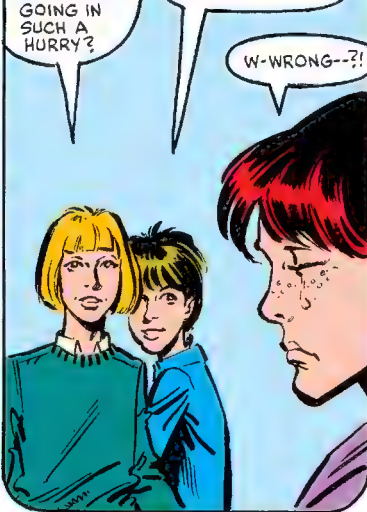
"I DIDN'T KNOW WHAT TO DO, SO I BEGAN TO RUN...



HEY, MARY JANE! WHERE YOU GOING IN SUCH A HURRY?

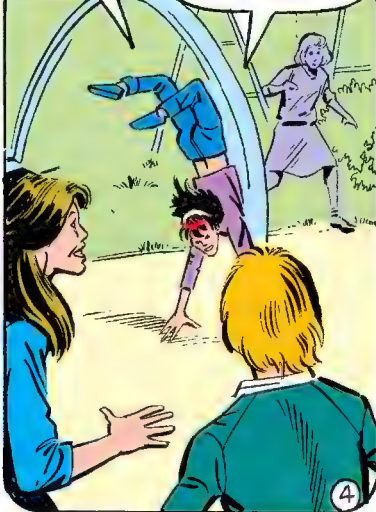
YOU OKAY--? YOU LOOK LIKE SOMETHING'S WRONG!

W-WRONG--?!

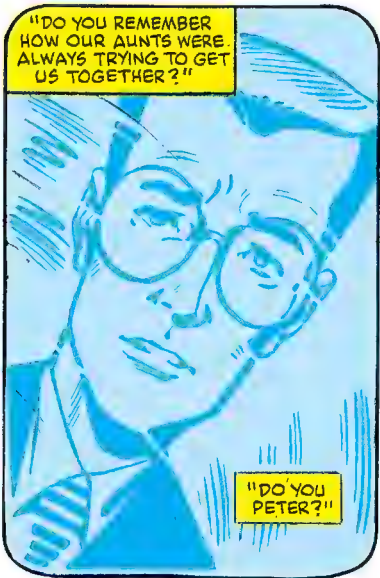
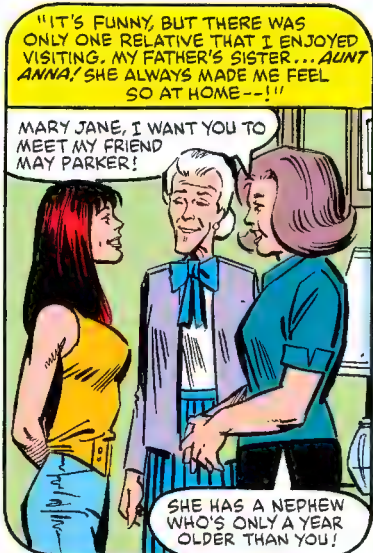
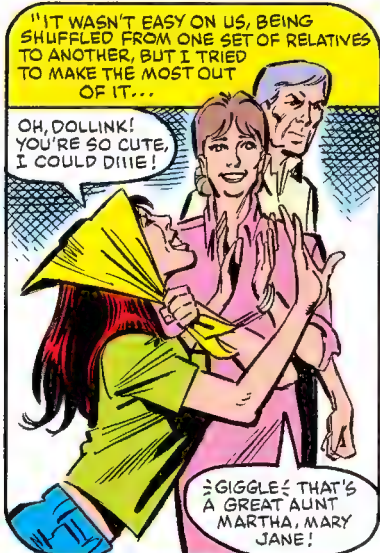
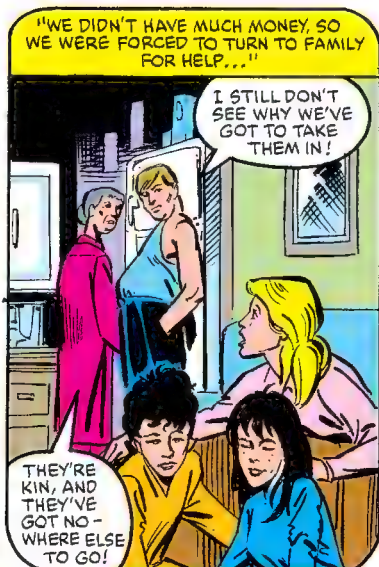
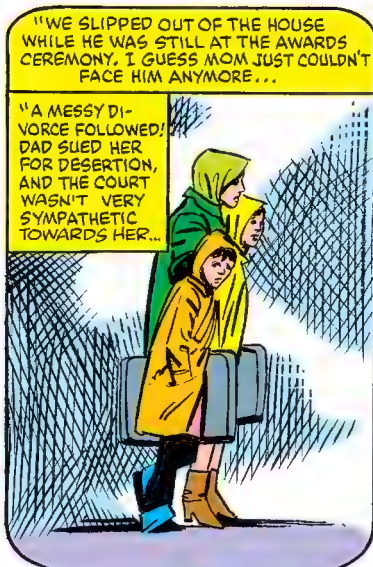
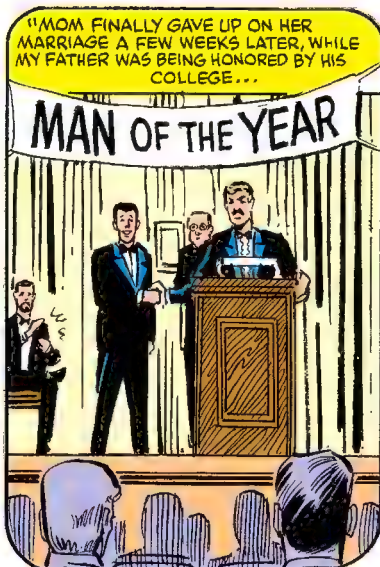


ARE YOU KIDDING?

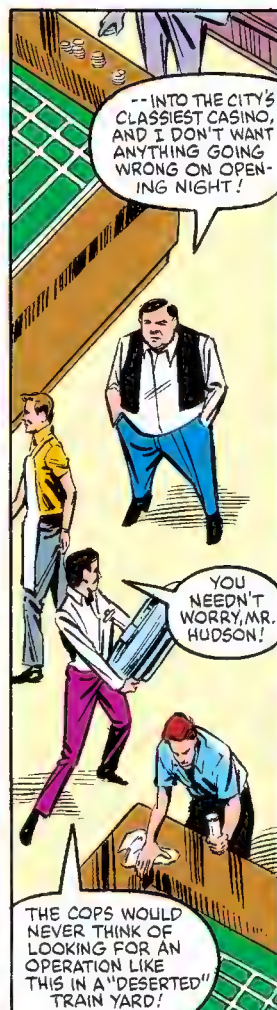
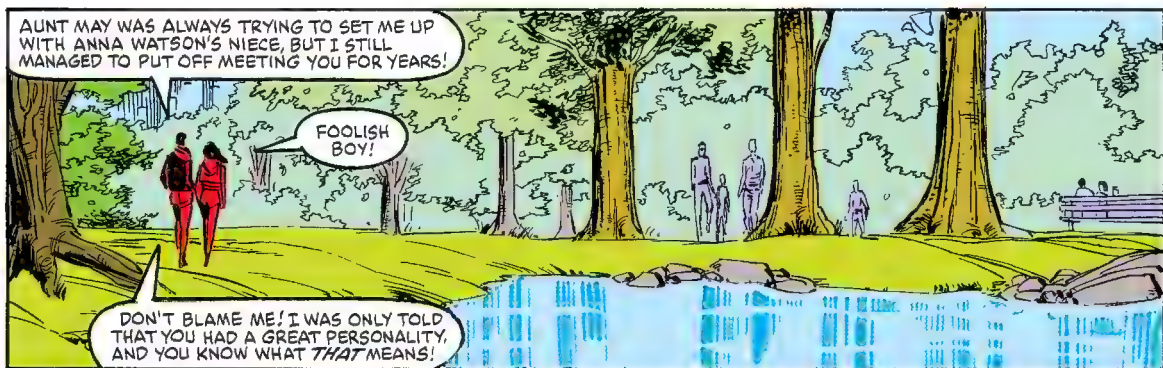
NOTHING'S EVER WRONG WITH MARY JANE WATSON!



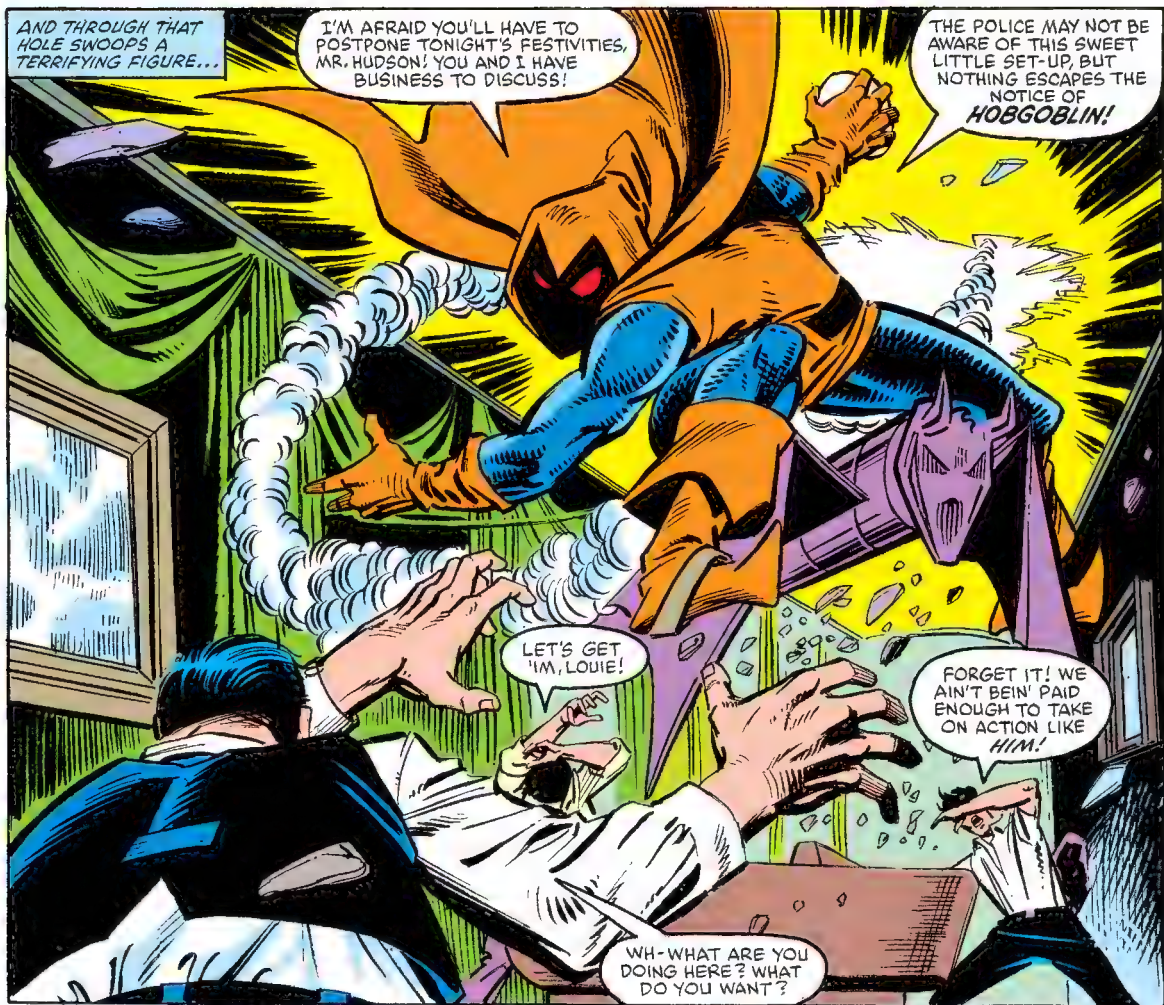




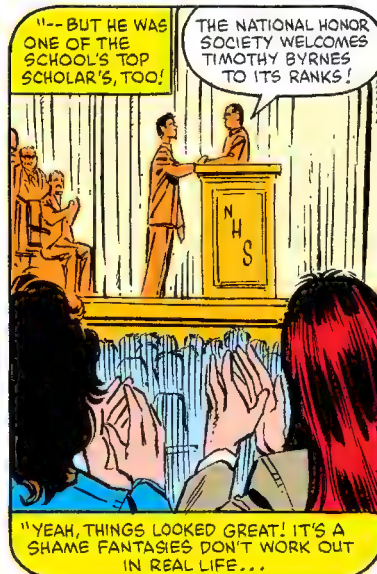
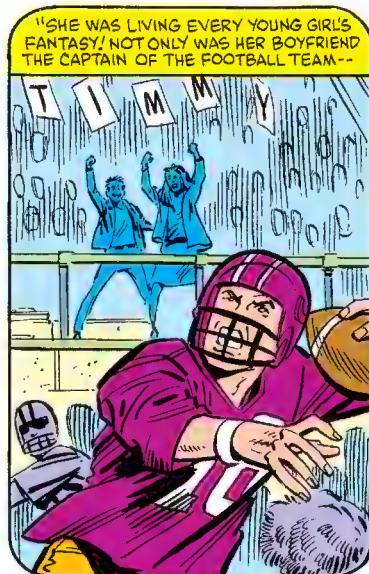
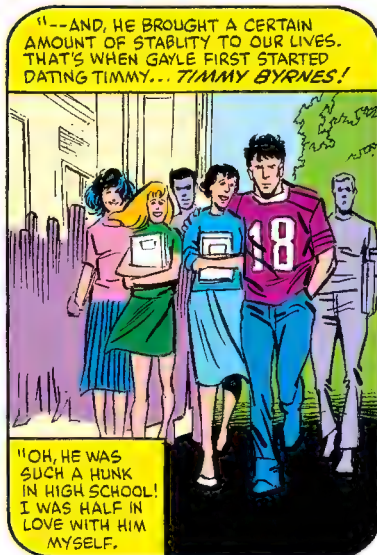
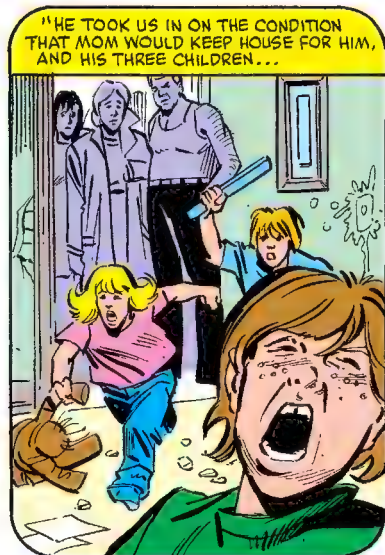
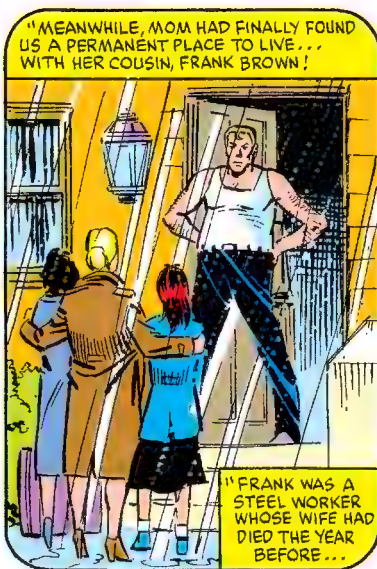
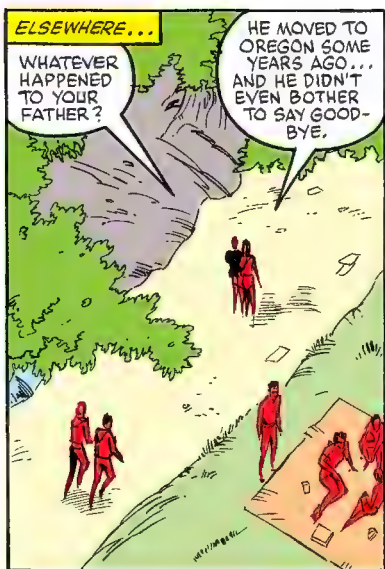




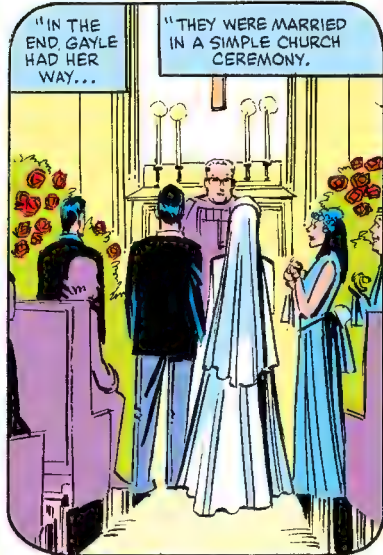
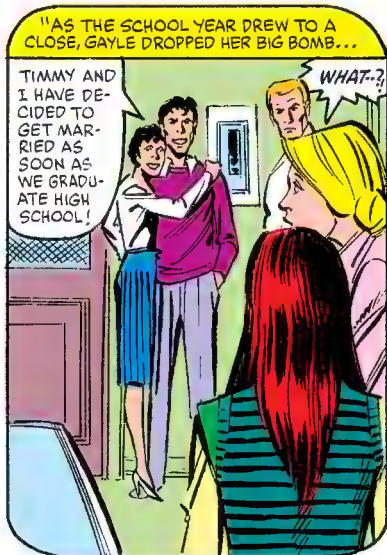
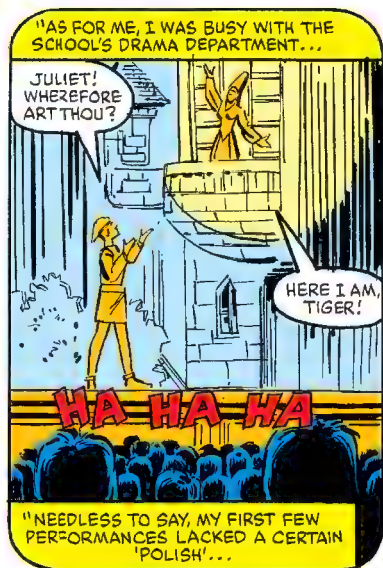
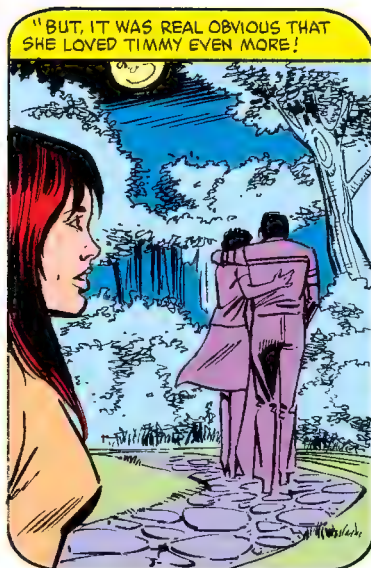




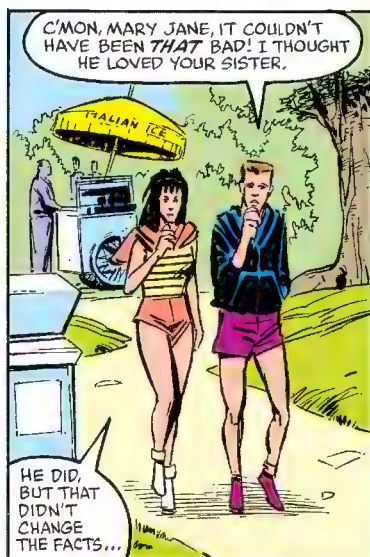
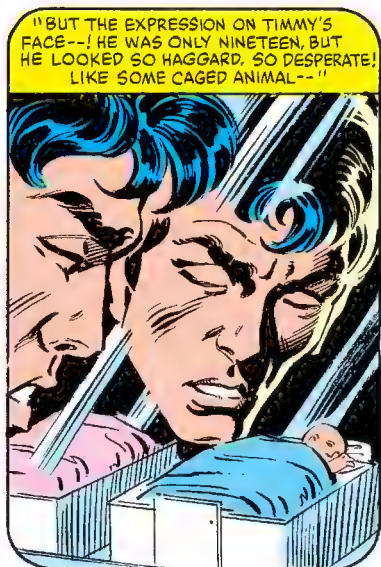




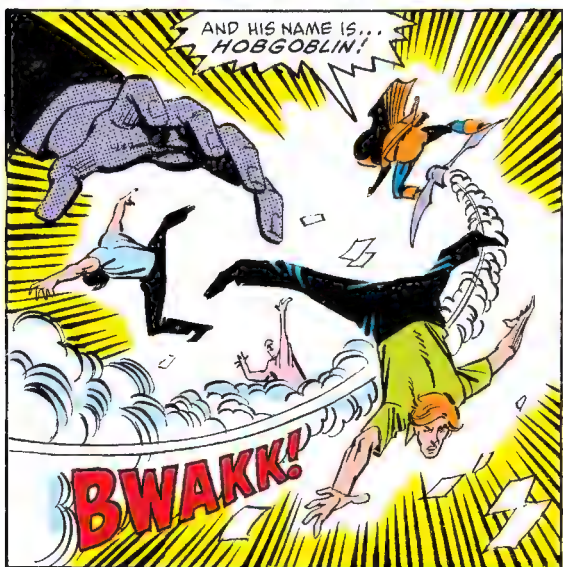
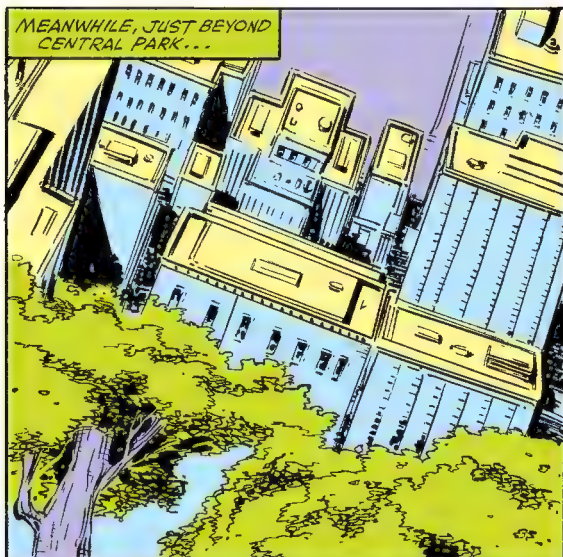




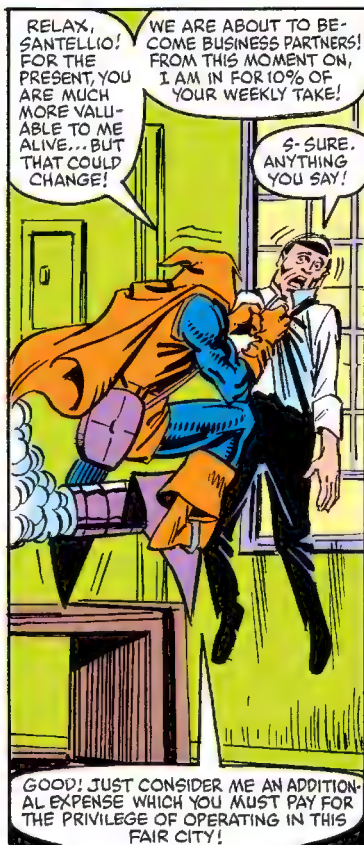
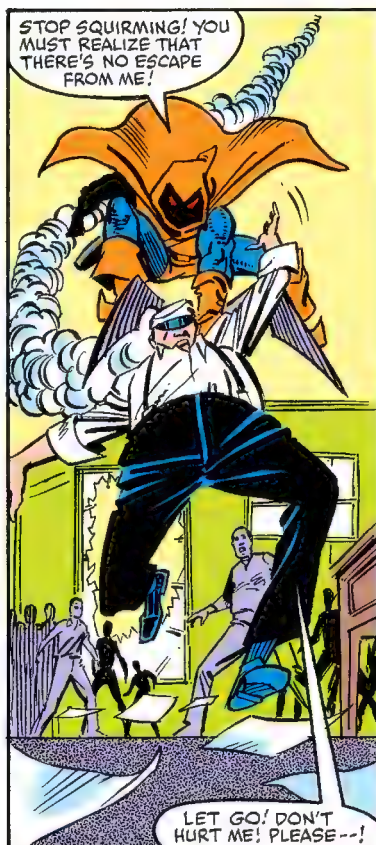
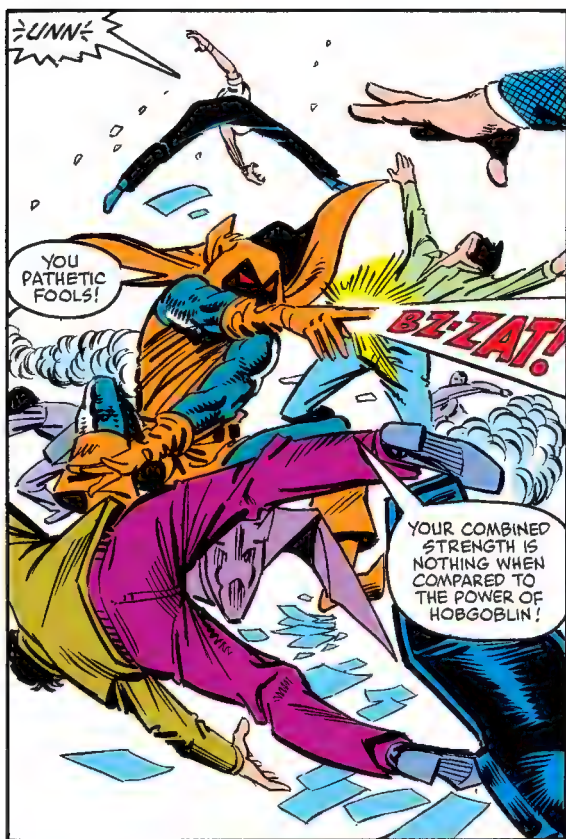




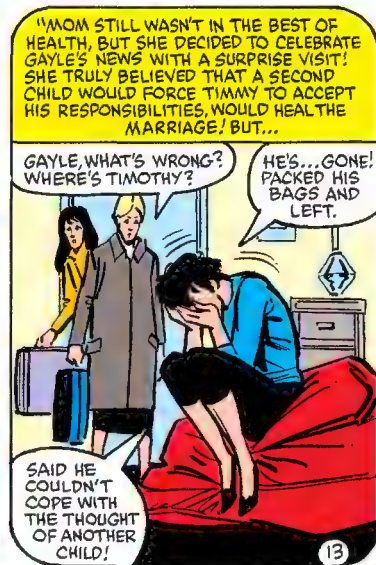
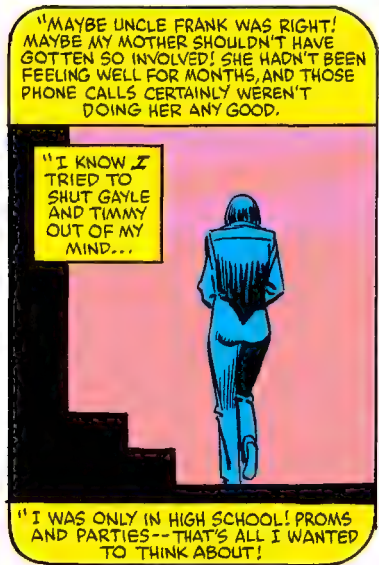
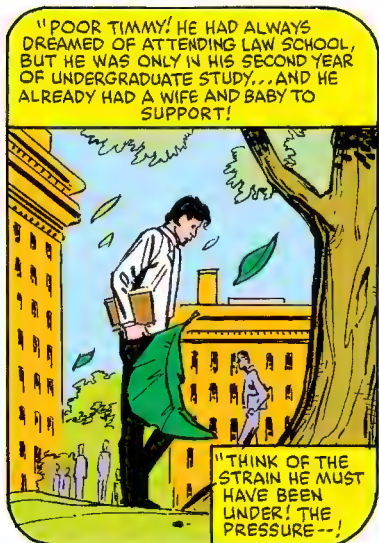
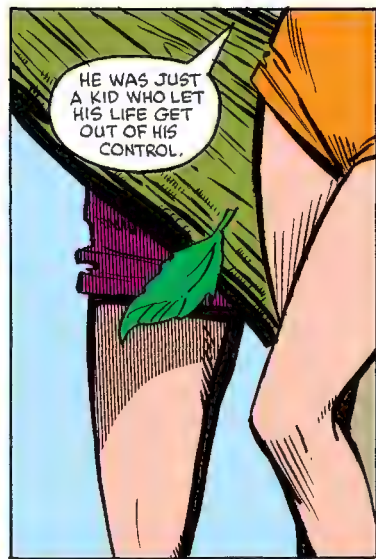
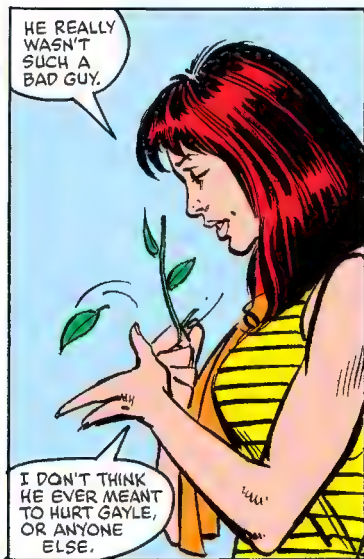








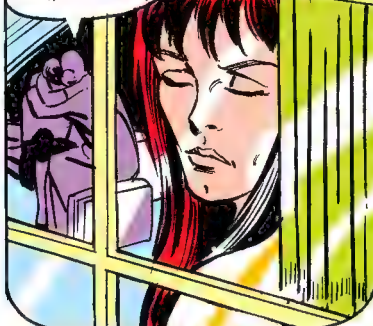






"I SUPPOSE I SHOULD HAVE HATED TIMMY FOR WHAT HE'D DONE TO GAYLE... BUT I COULDN'T! NOT WHEN I WANTED TO RUN AWAY, TOO!"

DON'T WORRY, DEAR! YOUR SISTER AND I WON'T DESERT YOU! I'LL PHONE YOUR UNCLE FRANK, AND TELL HIM WE'RE STAYING HERE!



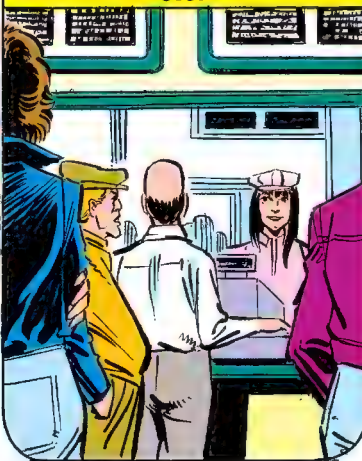
"IN THE MONTHS THAT FOLLOWED, MOM'S HEALTH CONTINUED TO DETERIORATE, SHE GREW WEAKER AND WEAKER, UNTIL SHE HAD TO BE HOSPITALIZED..."

"THAT'S WHEN WE FIRST LEARNED SHE WAS DYING."

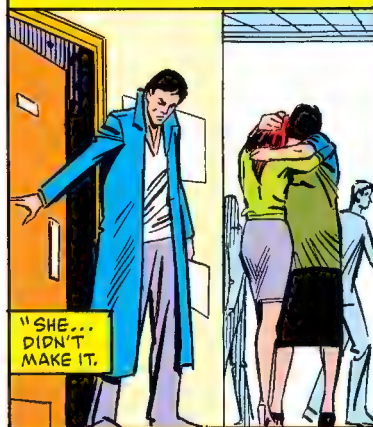


"MY WHOLE WORLD WAS RAPIDLY BURSTING APART--!"

"TO HELP WITH THE BILLS, I DROPPED ALL MY EXTRACURRICULAR ACTIVITIES-- INCLUDING DRAMA CLUB-- AND DEVOTED MYSELF TO A SERIES OF AFTER-SCHOOL JOBS..."



"WITH ALL HER GRIEF, MY MOM STILL HAD ONE LAST DREAM. SHE WAS DETERMINED TO LIVE LONG ENOUGH TO SEE HER SECOND GRANDCHILD."



"SHE... DIDN'T MAKE IT."

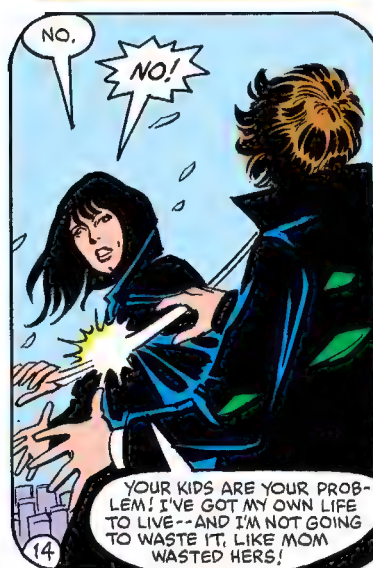


I KNOW THINGS LOOK PRETTY BAD NOW, MARY JANE, BUT WE'LL FIND A WAY TO MAKE THINGS WORK OUT. TRUST ME--!



ONCE I HAVE THIS BABY, I'LL GET A FULL-TIME JOB... AND YOU WON'T HAVE TO WORK SO HARD AFTER SCHOOL!

WE CAN FIND SOMEONE TO WATCH THE KIDS DURING THE DAY, AND--



NO.

NO!

YOUR KIDS ARE YOUR PROBLEM! I'VE GOT MY OWN LIFE TO LIVE--AND I'M NOT GOING TO WASTE IT, LIKE MOM WASTED HERS!



YOU AND MOM-- AND EVEN TIMMY-- GAVE UP YOUR DREAMS BECAUSE YOU WANTED TO MAKE SOMEONE ELSE HAPPY!



WELL, THAT'S NOT GOING TO HAPPEN TO ME!

MARY JANE, WAIT--!

NO! I WANT MORE OUT OF LIFE! MUCH MORE!

"POOR GAYLE! I NEVER LOOKED BACK AT HER. I JUST STARTED RUNNING..."



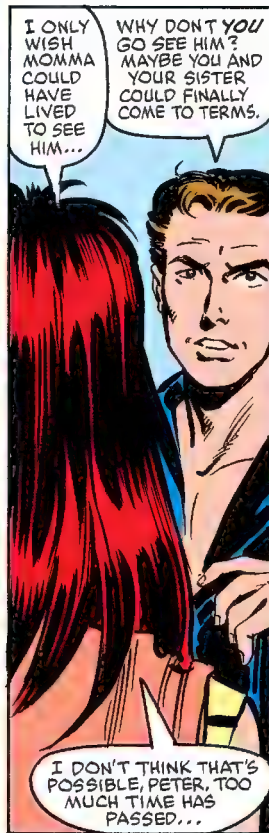


...AND, IN ONE WAY OR ANOTHER, I'VE BEEN RUNNING EVER SINCE!



IT'S ALMOST BEEN FOUR YEARS SINCE I LAST SAW MY SISTER, HER SECOND CHILD WAS ANOTHER BABY BOY...

CUTE LITTLE GUY, TOO! AUNT ANNA SHOWED ME PICTURES WHEN HE WAS BORN.



I ONLY WISH MOMMA COULD HAVE LIVED TO SEE HIM...

WHY DON'T YOU GO SEE HIM? MAYBE YOU AND YOUR SISTER COULD FINALLY COME TO TERMS.

I DON'T THINK THAT'S POSSIBLE, PETER, TOO MUCH TIME HAS PASSED...



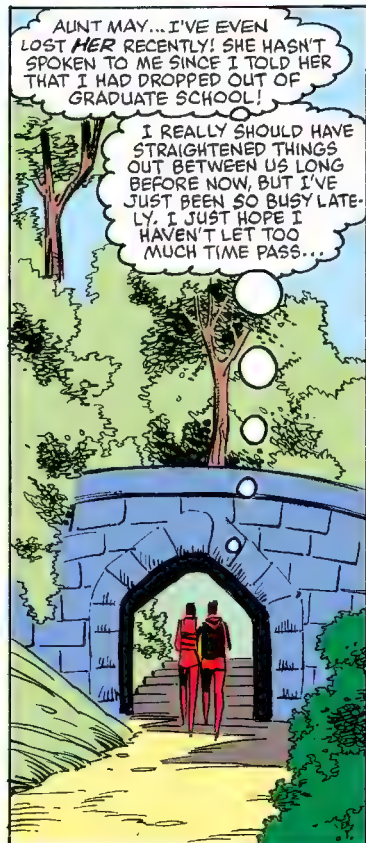
I'VE PHONED GAYLE A FEW TIMES OVER THE YEARS... MOSTLY ON HOLIDAYS AND THE KIDS' BIRTHDAYS. SHE'S NEVER HAPPY TO HEAR FROM ME.

I DON'T THINK SHE'S EVER FORGIVEN ME FOR DESERTING HER.

I REALLY DON'T BLAME HER! I'VE NEVER FORGIVEN MYSELF, EITHER.

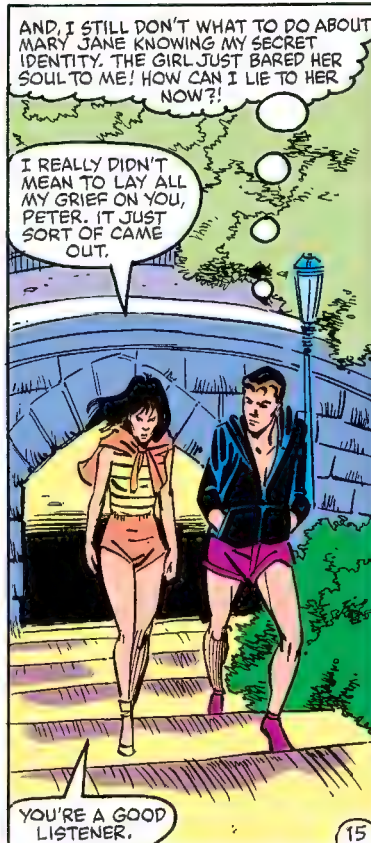


MY AUNT MAY ONCE TOLD ME THAT MARY JANE AND I HAD A LOT IN COMMON. WE'VE BOTH LOST...SO VERY MUCH.



AUNT MAY...I'VE EVEN LOST HER RECENTLY! SHE HASN'T SPOKEN TO ME SINCE I TOLD HER THAT I HAD DROPPED OUT OF GRADUATE SCHOOL!

I REALLY SHOULD HAVE STRAIGHTENED THINGS OUT BETWEEN US LONG BEFORE NOW, BUT I'VE JUST BEEN SO BUSY LATELY. I JUST HOPE I HAVEN'T LET TOO MUCH TIME PASS...



AND, I STILL DON'T WHAT TO DO ABOUT MARY JANE KNOWING MY SECRET IDENTITY. THE GIRL JUST BARED HER SOUL TO ME! HOW CAN I LIE TO HER NOW?!

I REALLY DIDN'T MEAN TO LAY ALL MY GRIEF ON YOU, PETER. IT JUST SORT OF CAME OUT.

YOU'RE A GOOD LISTENER.

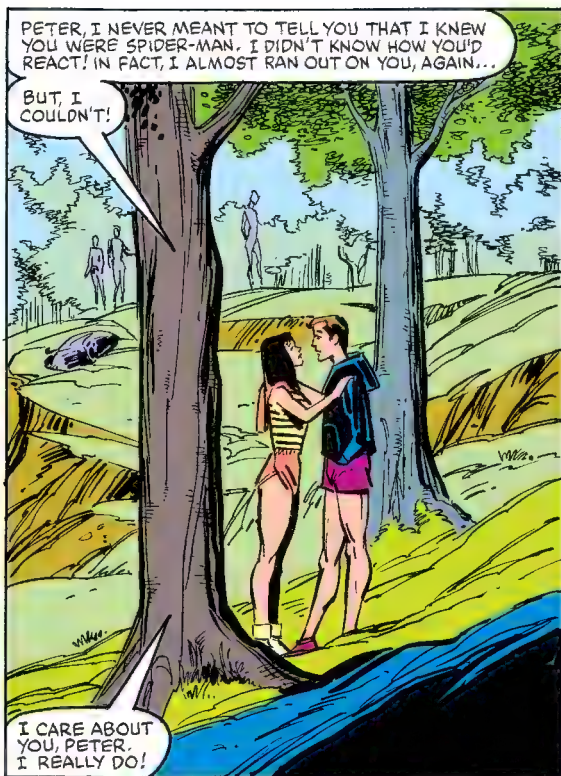




IN A FUNNY WAY, I SUPPOSE THIS MAKES US EVEN.

HOW DO YOU MEAN?

I KNOW YOUR GREATEST SECRET AND NOW, YOU KNOW ALL OF MINE...



PETER, I NEVER MEANT TO TELL YOU THAT I KNEW YOU WERE SPIDER-MAN. I DIDN'T KNOW HOW YOU'D REACT! IN FACT, I ALMOST RAN OUT ON YOU, AGAIN...

BUT, I COULDN'T!

I CARE ABOUT YOU, PETER. I REALLY DO!



I MAY FIND IT REAL HARD TO COPE WITH THE FACT THAT YOU GET YOUR KICKS BY RISKING YOUR NECK, BUT THAT DOESN'T CHANGE MY FEELINGS FOR YOU!

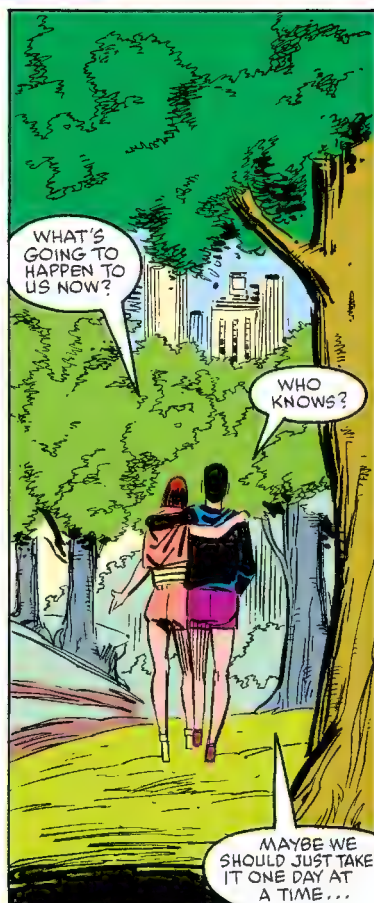
LOOK, I DON'T WANT YOU TO MISUNDERSTAND-- I'M NOT TALKING ABOUT LOVE!

I KNOW, MARY JANE. I GUESS I FEEL THE SAME WAY ABOUT YOU...



AND, I JUST WANT YOU TO KNOW THAT YOUR EVER-AMAZING SPIDER-MAN IS REAL PROUD TO COUNT YOU AMONG HIS FRIENDS!

OH, PETER! YOU CAN BE SUCH A CORN-BALL...!



WHAT'S GOING TO HAPPEN TO US NOW?

WHO KNOWS?

MAYBE WE SHOULD JUST TAKE IT ONE DAY AT A TIME...



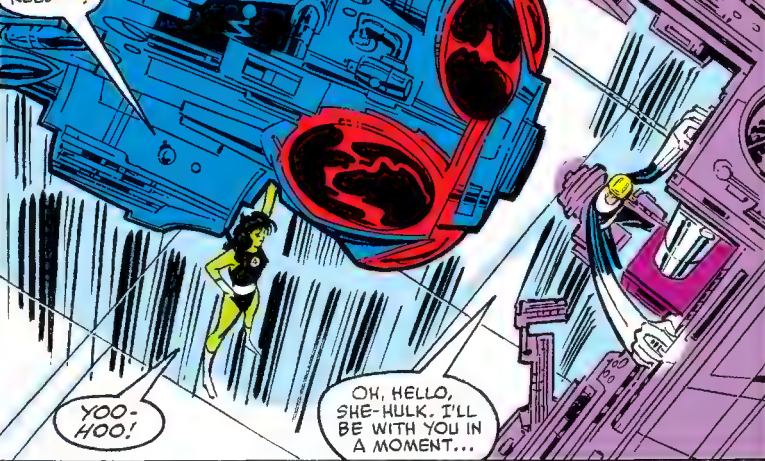
JUST THEN, AT THE BAXTER BUILDING, WORLD FAMOUS HEADQUARTERS OF THE FANTASTIC FOUR...



HEY, REED...

...I FINALLY MANAGED TO DISCONNECT THIS MODULE FROM YOUR OLD PARTICLE ACCELERATOR. WHERE DOES IT GO NOW?

REED--?



YOO-HOO!

OH, HELLO, SHE-HULK. I'LL BE WITH YOU IN A MOMENT...



GEE, I HOPE I'M NOT INTERRUPTING AN IMPORTANT EXPERIMENT.

NOT AT ALL! I WAS JUST USING MY THOUGHT TRANSMITTER--

--IN AN ATTEMPT TO ESTABLISH CONTACT WITH THIS ALIEN ENTITY, BUT, SO FAR, I'VE BEEN UNSUCCESSFUL.

YOU PROBABLY DON'T RECOGNIZE IT IN THIS FORM, BUT SPIDER-MAN BROUGHT IT BACK WITH HIM FROM THE BEYONDER'S PLANET.\* UP UNTIL RECENTLY, HE WAS WEARING IT AS HIS COSTUME...



...BUT THEN, I EXAMINED IT, AND DISCOVERED THAT IT WAS, IN FACT, A LIVING CREATURE...

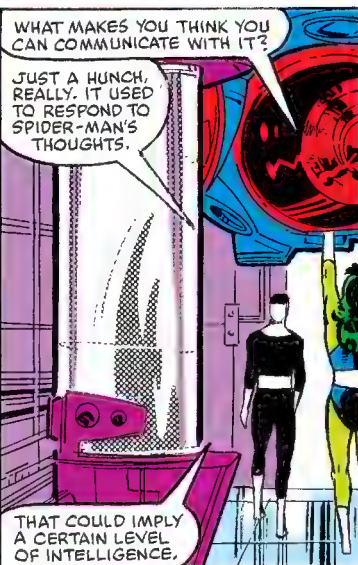
\*SEE THE MARVEL SUPER HEROES SECRETWARS LIMITED SERIES FOR DETAILS -- DANNY.



...A SYMBIOTE THAT WAS DETERMINED TO PERMANENTLY GRAFT ITSELF TO THE WEB-SWINGER'S BODY!\*

¿WHEW¿ AND I USED TO THINK IT LOOKED SEXY ON HIM!

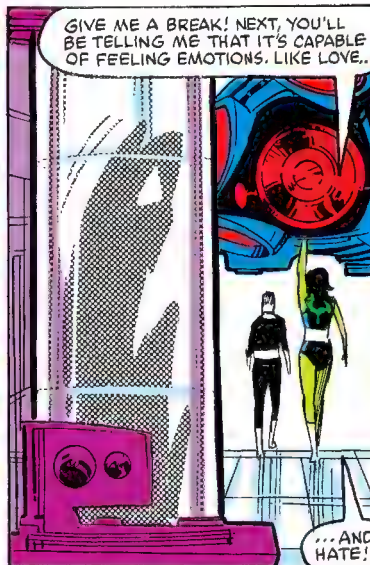
\*AS RELATED LAST ISSUE -- DANNY, AGAIN!



WHAT MAKES YOU THINK YOU CAN COMMUNICATE WITH IT?

JUST A HUNCH, REALLY. IT USED TO RESPOND TO SPIDER-MAN'S THOUGHTS.

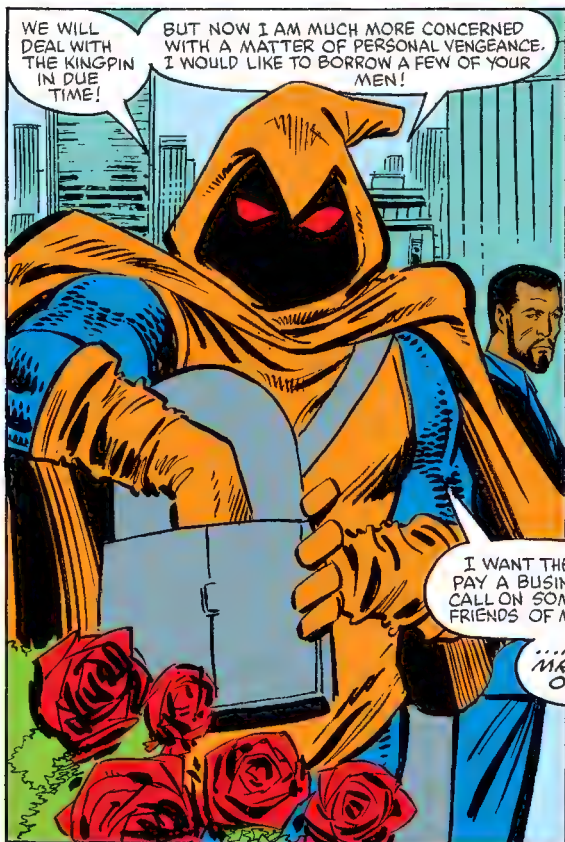
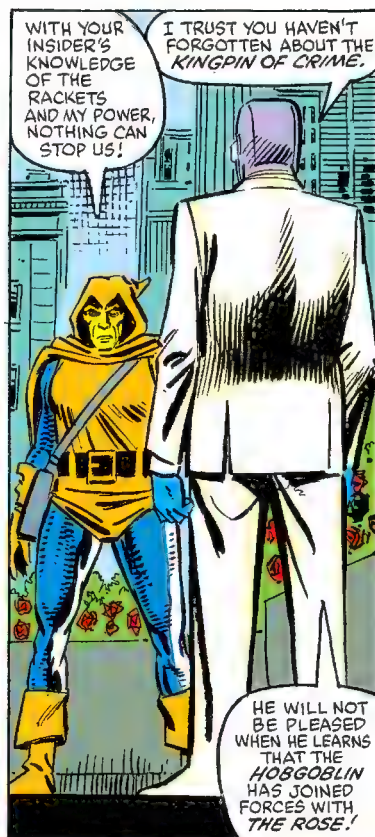
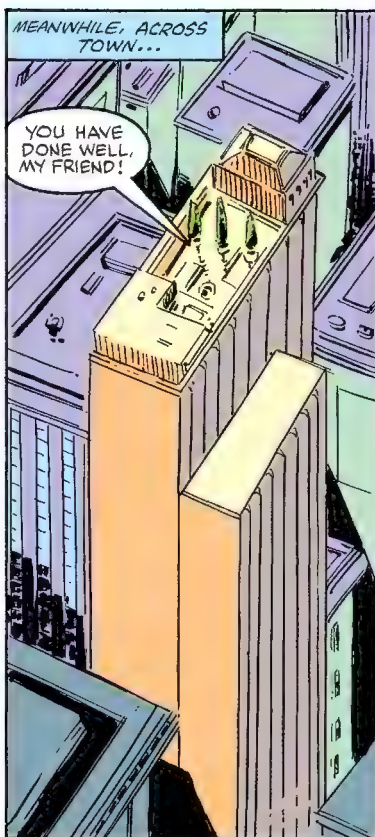
THAT COULD IMPLY A CERTAIN LEVEL OF INTELLIGENCE.



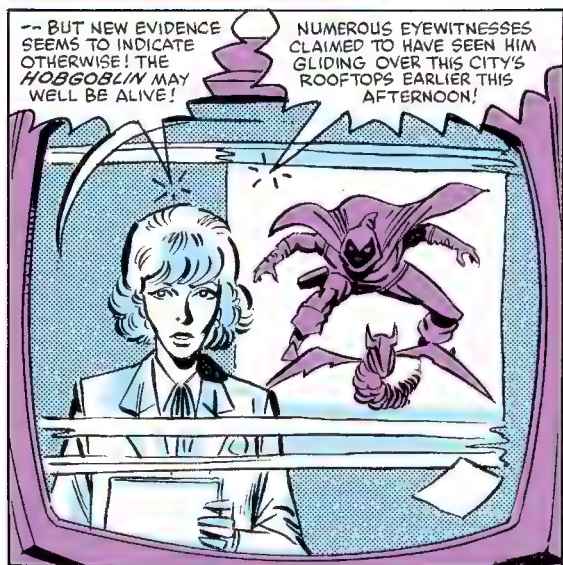
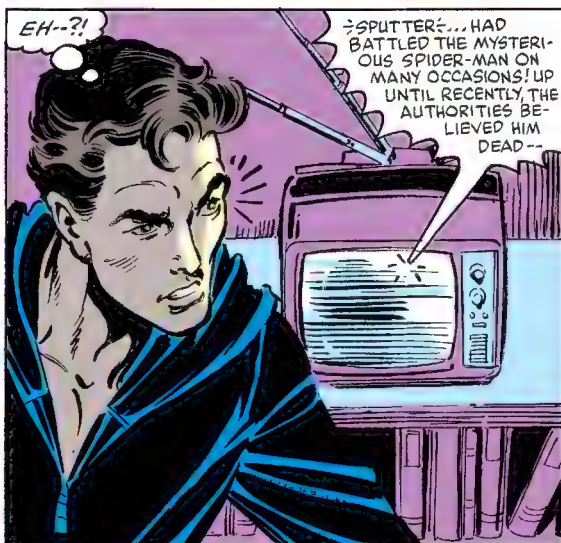
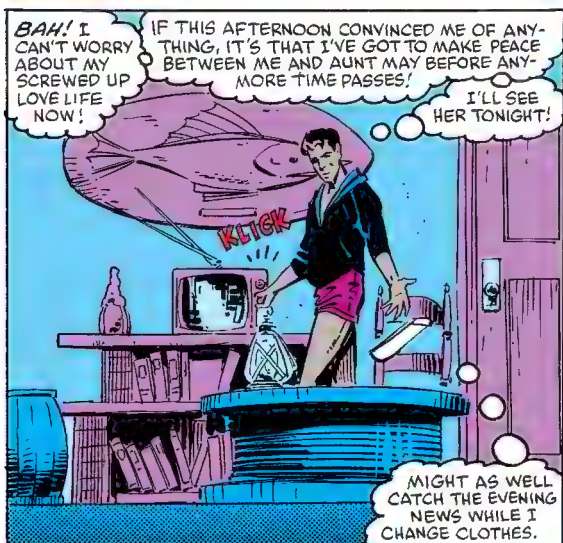
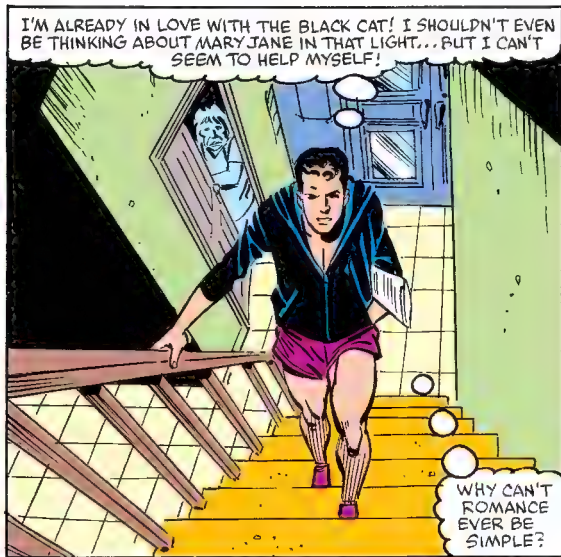
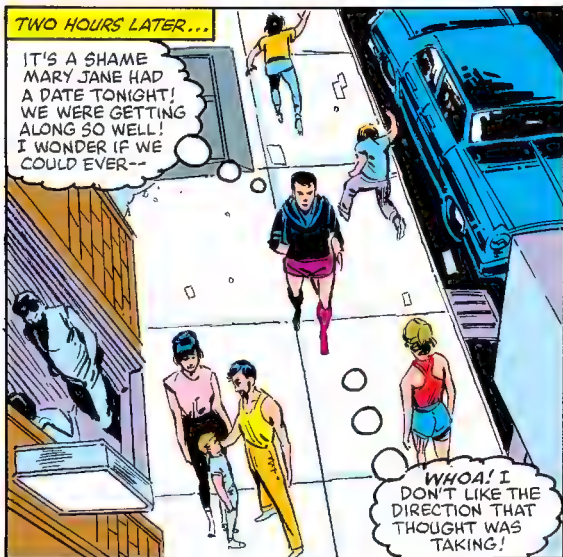
GIVE ME A BREAK! NEXT, YOU'LL BE TELLING ME THAT IT'S CAPABLE OF FEELING EMOTIONS. LIKE LOVE...

...AND HATE!

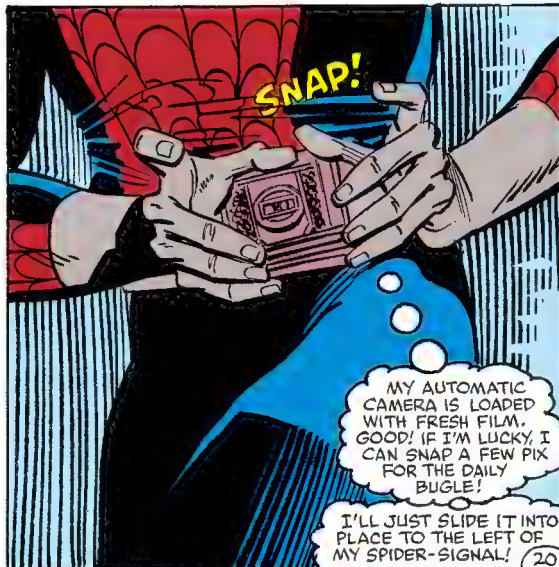
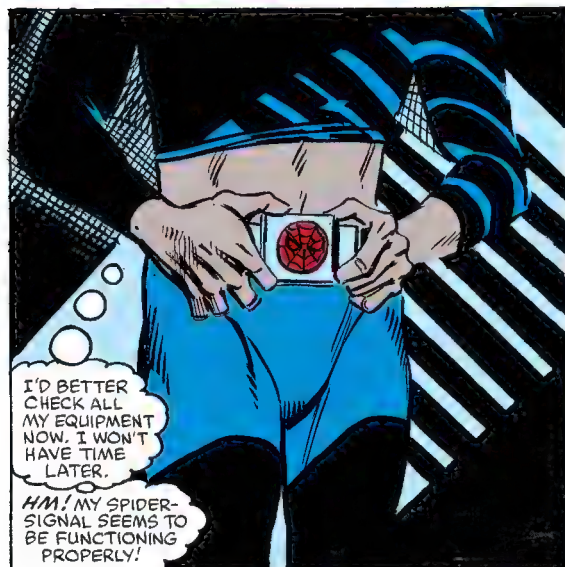
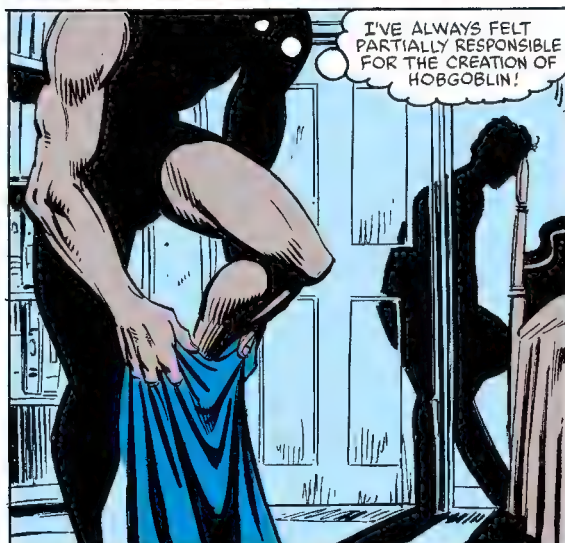




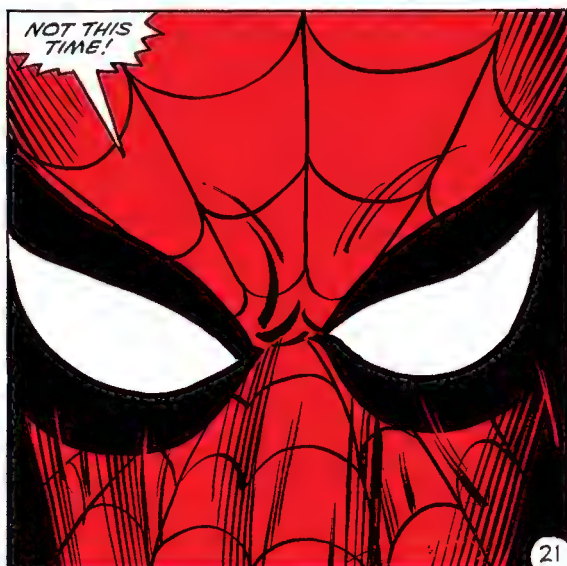
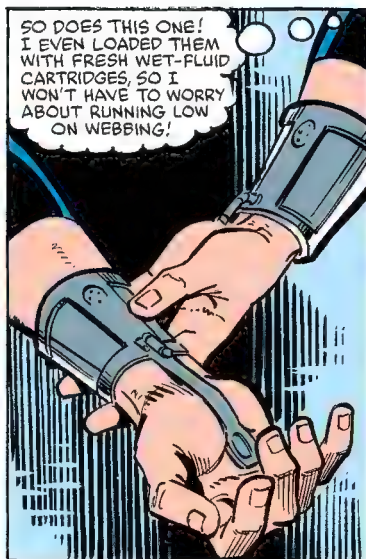
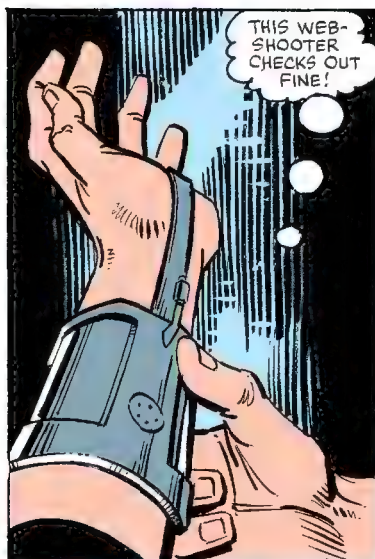




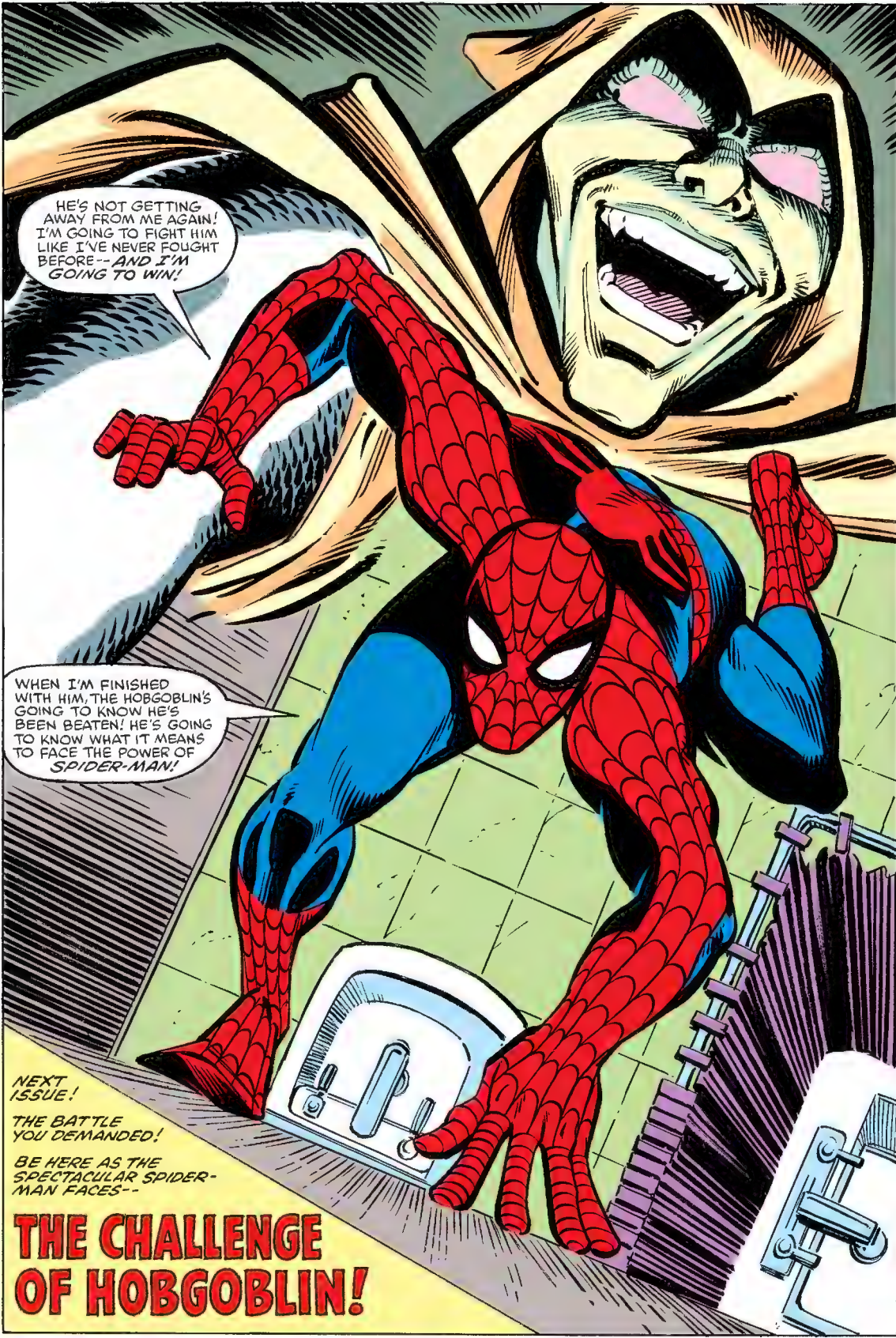












HE'S NOT GETTING AWAY FROM ME AGAIN! I'M GOING TO FIGHT HIM LIKE I'VE NEVER FOUGHT BEFORE-- AND I'M GOING TO WIN!

WHEN I'M FINISHED WITH HIM, THE HOBGOBLIN'S GOING TO KNOW HE'S BEEN BEATEN! HE'S GOING TO KNOW WHAT IT MEANS TO FACE THE POWER OF SPIDER-MAN!

NEXT ISSUE!

THE BATTLE YOU DEMANDED!

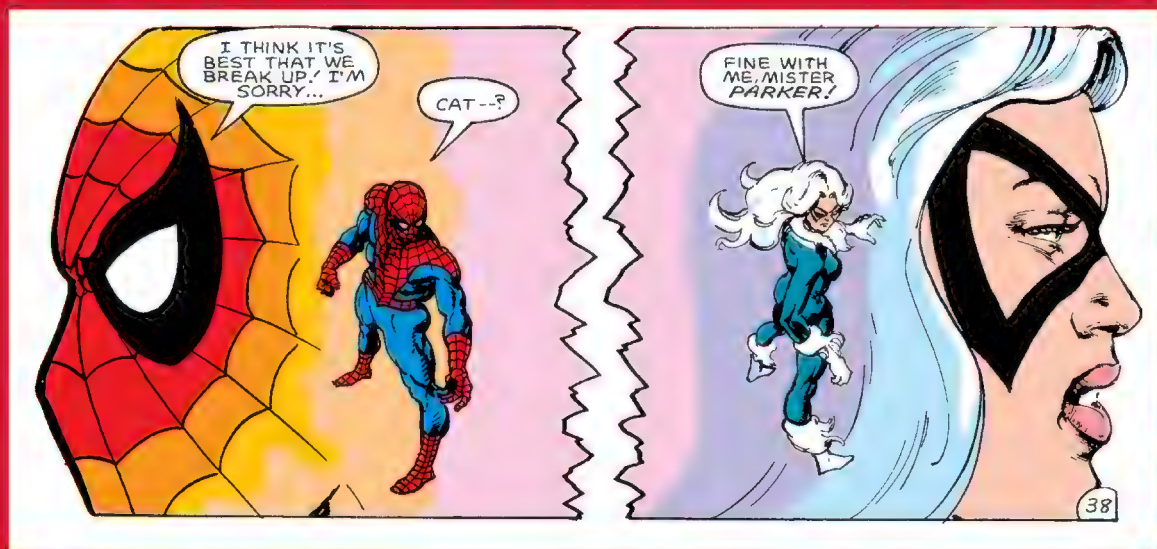
BE HERE AS THE SPECTACULAR SPIDER-MAN FACES--

**THE CHALLENGE OF HOBGOBLIN!**



Spider-Man's alien costume was captured, and his chronic fatigue explained. Peter Parker found comfort in his new confidant, ex-girlfriend Mary Jane. Meanwhile, Aunt May refused to talk to her nephew after learning he had dropped out of college. Returning to his red-and-blue costume, Spider-Man again battled the Hobgoblin, who had partnered with the masked mobster, the Rose, in a power-play against the Kingpin.

After learning of the Black Cat's dealings with the corrupt Kingpin, and tired of her being repulsed by his life as Peter Parker, Spider-Man severed their relationship — right before the Cat was about to selflessly initiate the break-up to protect Spider-Man before her bad luck powers killed him.



*The breakup, from Peter Parker: Spect. Spider-Man #100 — art by Al Milgrom*



## EPILOG:

NEW YORK, NEW YORK, THE BAXTER BUILDING STANDS, NOW, SILENT AND EMPTY.

BUT NOT AT PEACE.

SLIPPING WITH CARELESS EASE PAST A HUNDRED ALARM SENSORS A TINY DEVICE MOVES THROUGH THE DESERTED HALLS.

HERE AND THERE IT PAUSES, A MICRO-DRILL BORING INVISIBLY SMALL HOLES IN THE MANY COMPLEX MECHANISMS, INSERTING STRANGE COMPONENTS...

...ALTERING.

UNTIL ITS SEEMINGLY RANDOM TRAVELS BRING IT HERE, TO THE E. T. C. \* FACILITY...

\*EXTRA-TERRESTRIAL CONTAMINATION CONTAINMENT.

IT SENSES LIFE WITHIN THE GLEAMING PLASTEEL CYLINDER-- A KIND OF LIFE, AT LEAST.

ALIEN.

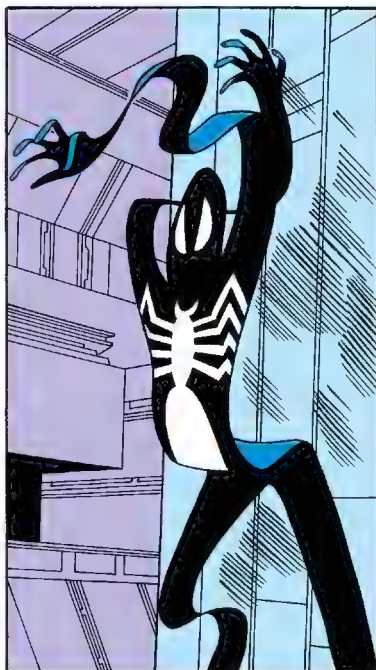
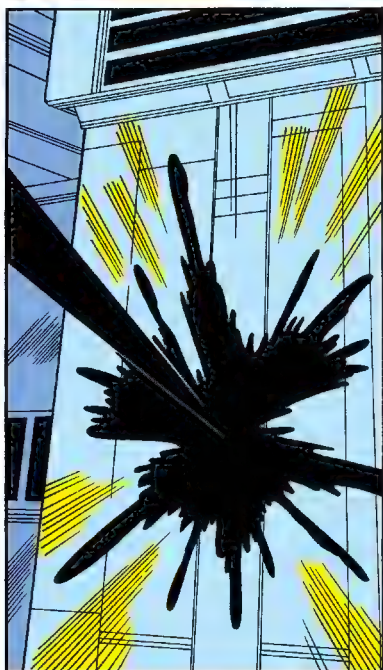
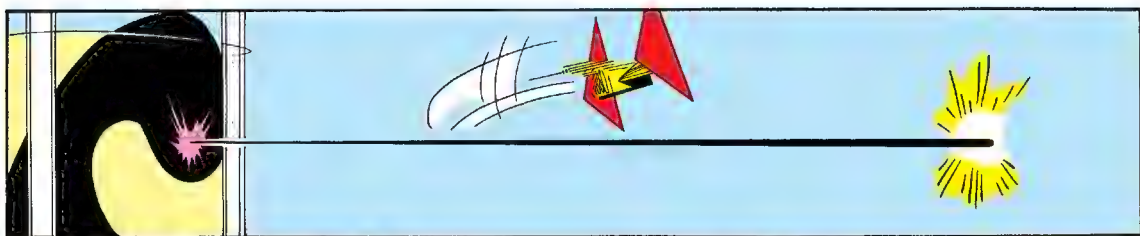
HOSTILE.

AND SOMETHING ELSE. SOMETHING THAT TOUCHES AGAINST ITS MICRO-CIRCUITS LIKE THE TICKLE OF TINY, ELFIN FINGERS.

AS IF SOMEONE... SOMETHING WERE TRYING TO... MAKE A SUGGESTION?

THE FAINT PROMPTING HAS NO EFFECT, BUT IT DOES SEEM WORTH FURTHER INVESTIGATION...





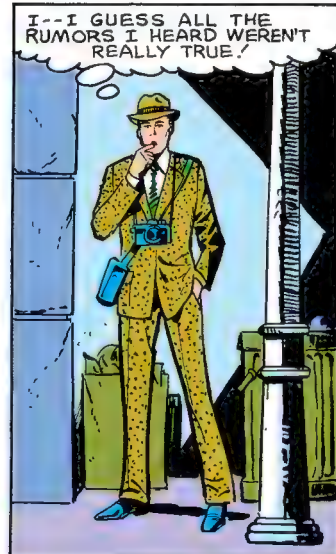
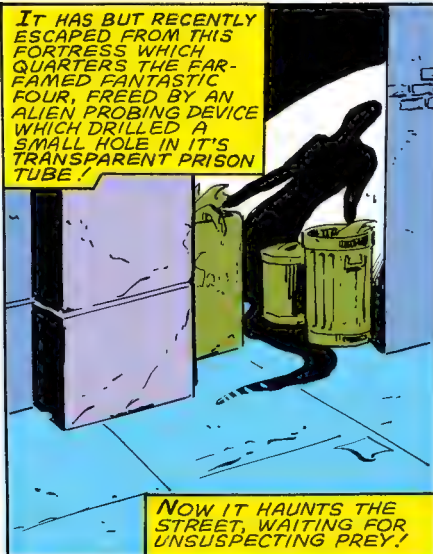
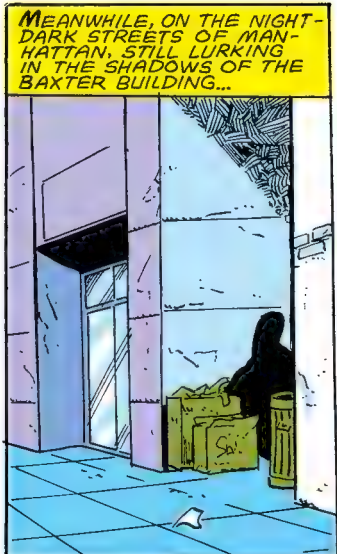
**NEXT  
ISSUE:**

SHE HULK IS ONE LADY  
YOU'D RATHER HAVE FOR  
YE THAN AGIN' YE-- AS  
A CERTAIN SLEAZOID  
PUBLISHER FINDS OUT IN...

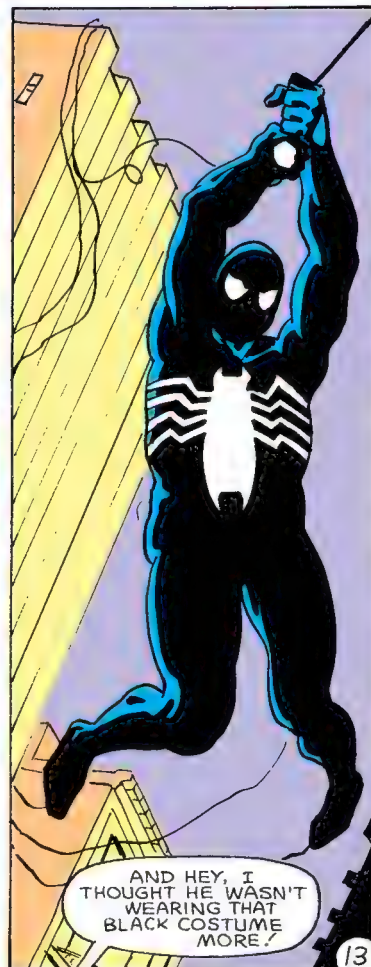
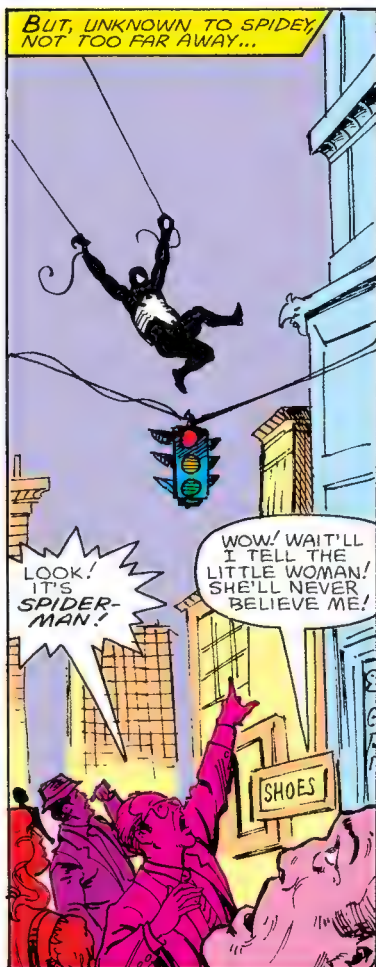
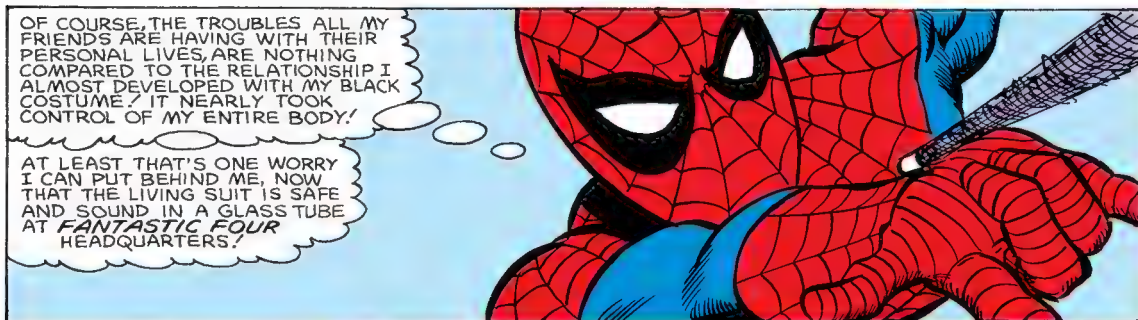
**THE NAKED TRUTH**

BE HERE  
IN  
30  
DAYS!!





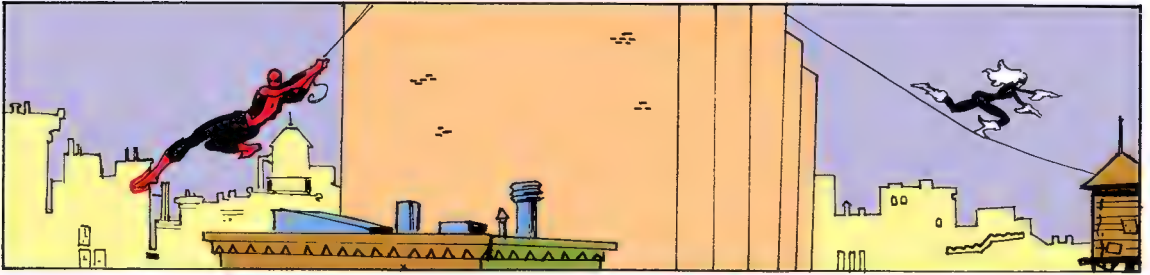












Soon...

WHEW! THAT SCENE WITH THE CAT TOOK MORE OUT OF ME THAN MY FIGHTS WITH THE KINGPIN AND THE SPOT COMBINED.

I FEEL DRAINED!

FELICIA SURE WAS QUIET. WISH I KNEW HOW SHE WAS TAKING IT.

SURE HOPE SHE DOESN'T FEEL VINDICTIVE. I CAN'T STOP WORRYING THAT SHE'LL REVEAL MY SECRET IDENTITY.

NAH! AFTER WHAT WE HAD TOGETHER, SHE WOULD NEVER DO THAT TO ME.

WELL, STOP WORRYING ABOUT IT. WON'T DO ANY GOOD. MAY AS WELL SETTLE DOWN AND TRY TO LOSE MYSELF IN WHATEVER'S ON THE TUBE.

BUT EVEN AS PETER LEAVES THE BEDROOM, A DARK FORM SLIPS IN THROUGH THE WINDOW...

SWIFTLY, SURELY IT MAKES ITS WAY ACROSS THE FLOOR...

...ENTERS PETER'S CLOSET, AND WAITS.

IT'S NO USE. I'M TOO RESTLESS TO WATCH TV. TIRED AS I AM, MY ADRENALIN IS STILL PUMPING OVER MY SPLIT FROM THE CAT.

MAY AS WELL SLIP MY COSTUME BACK ON. MAYBE SOME WEB-SWINGING WILL HELP ME BLOW OFF STEAM.

UH-OH! DON'T MISS THE ALL NEW **WEB OF SPIDER-MAN # 1** TO SEE WHAT HAPPENS HERE. THEN COME BACK FOR THE NEXT ISSUE OF **SPECTACULAR SPIDER-MAN...**  
IF THERE IS A NEXT ISSUE!



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# WEB OF SPIDER-MAN





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JIM OWSLEY  
EDITORS

JIM  
SHOOTER  
EDITOR-IN-CHIEF

# 'TIL DEATH DO US PART!

I'M JUST  
BEING  
PARANOID!

THAT'S GOTTA  
BE IT! I JUST  
BROKE UP WITH THE  
BLACK CAT\*, AND  
EVEN IF WE BOTH  
KNOW IT'S FOR THE  
BEST, SHE'S FURIOUS  
WITH ME!

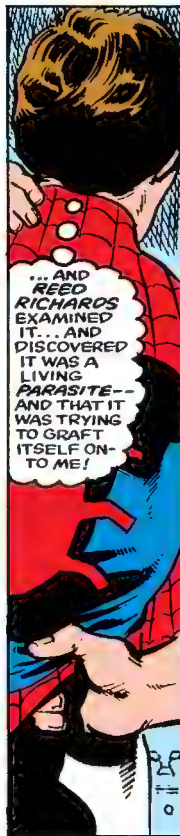
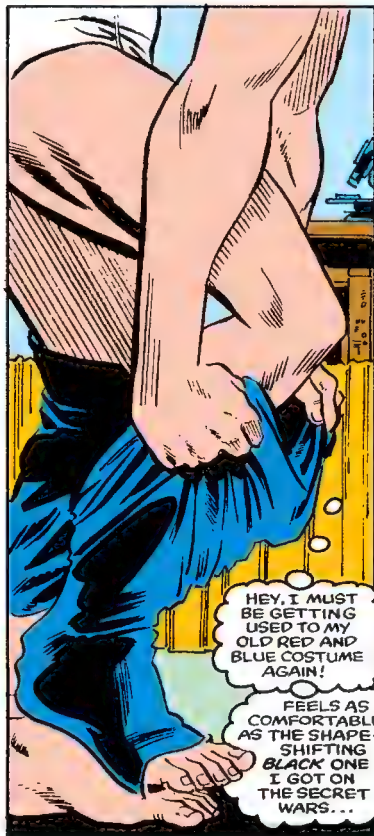
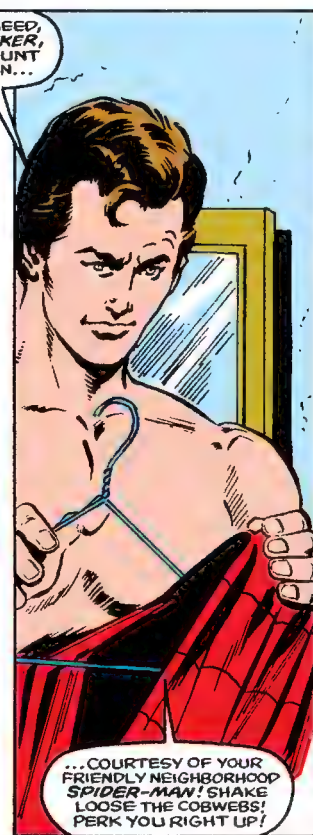
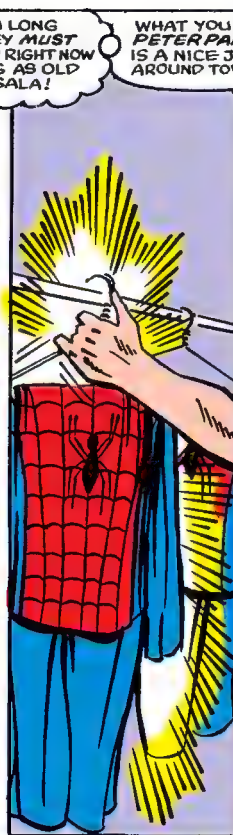
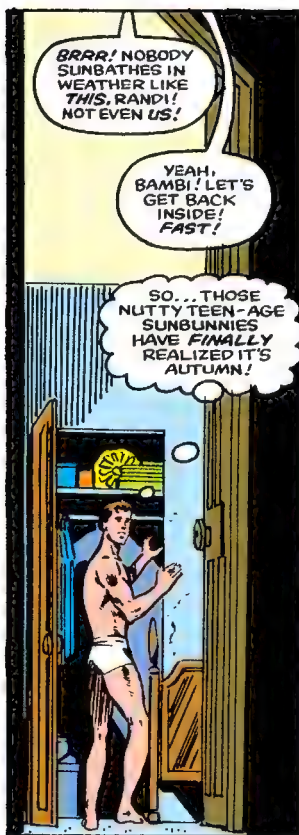
IT'S COLORING  
MY WHOLE OUTLOOK!  
THAT'S WHY I'VE GOT  
THIS FUNNY FEELING...  
ALMOST LIKE  
SOMEBODY'S OUT  
TO GET ME!

OOH, BAMBI!  
LIKE, IT'S SO COLD  
OUT HERE! BUT...  
THE SUN LOOKED  
SO WARM!

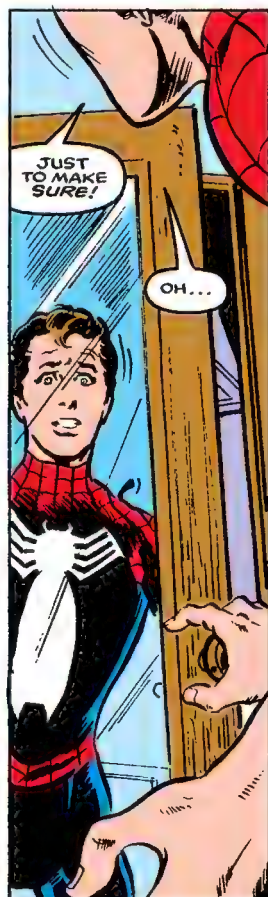
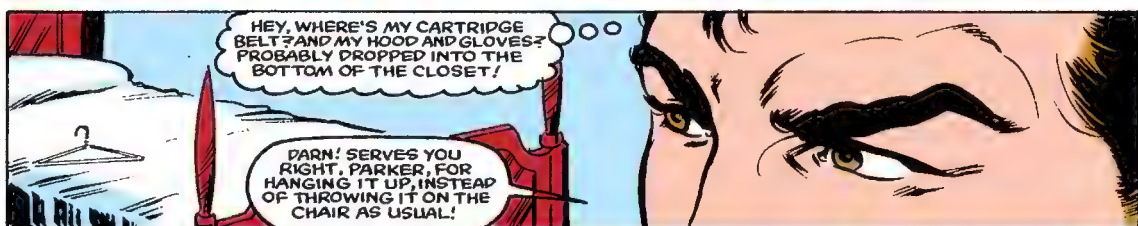
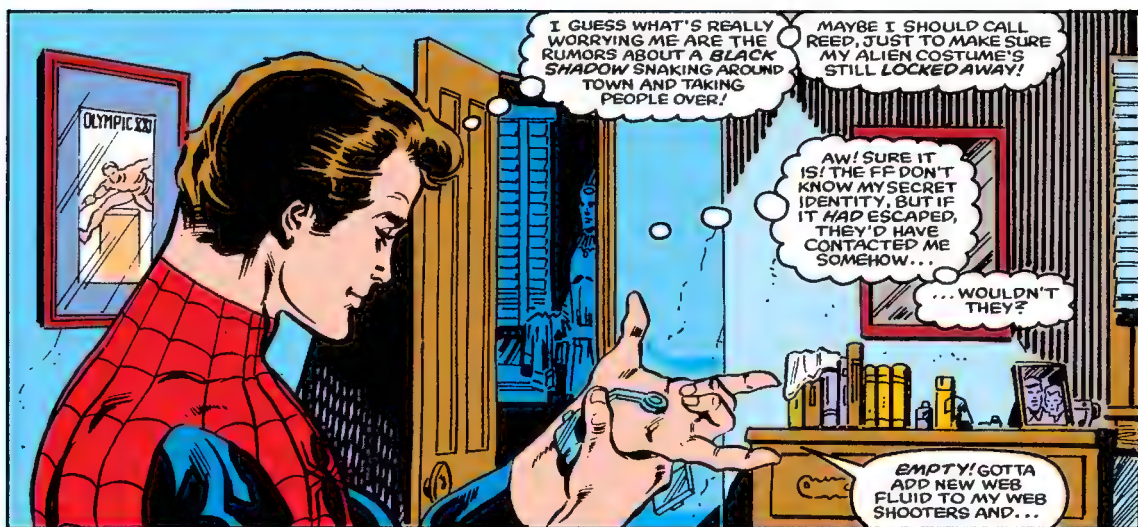
IT'S THE  
GIRLS NEXT  
DOOR... UP ON  
THE ROOF  
AGAIN! RATS!

\* IT HAPPENED IN  
PETER PARKER #100  
A COLLECTOR'S ITEM  
FOR SURE! -- ONZ.

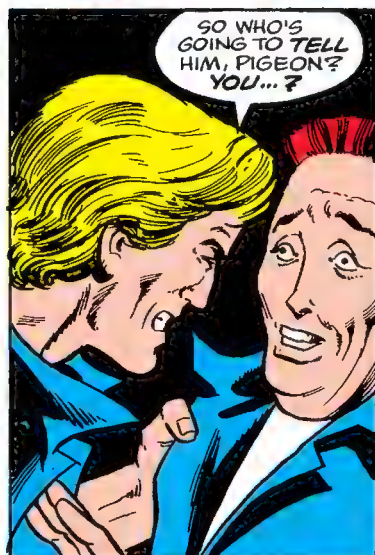
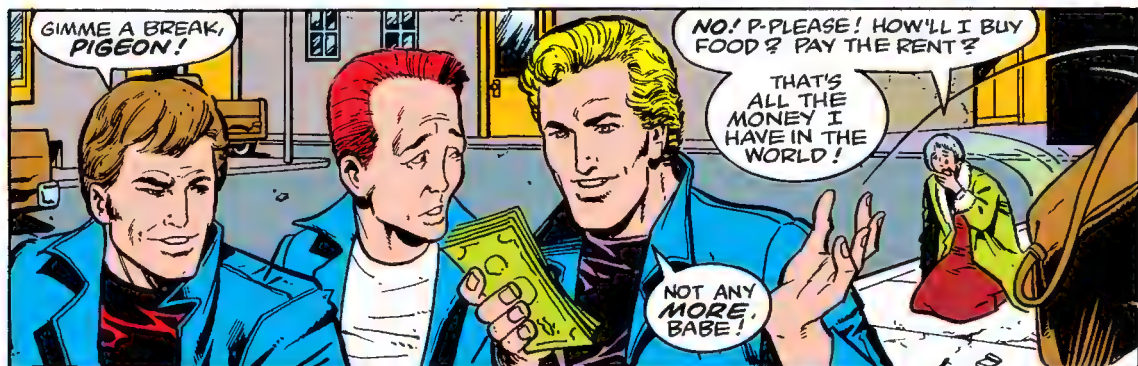
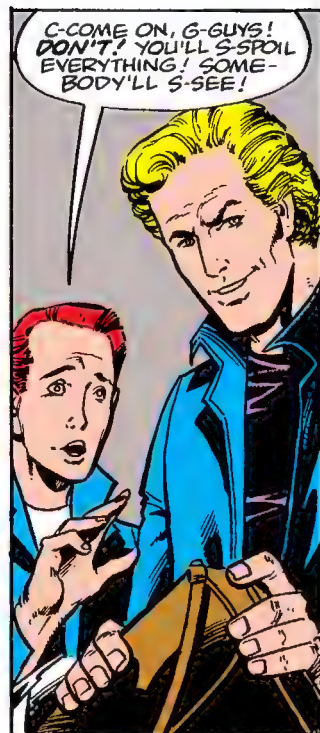




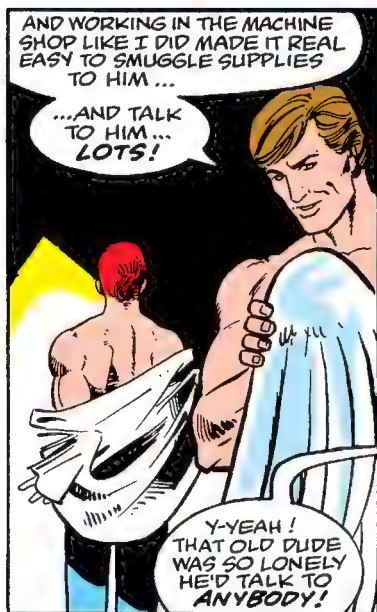
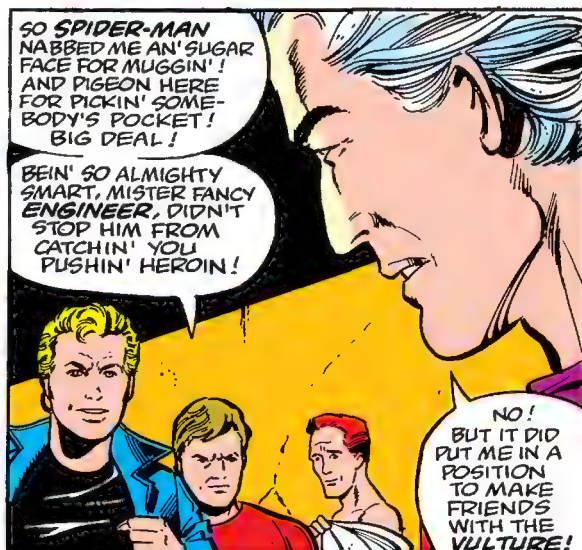
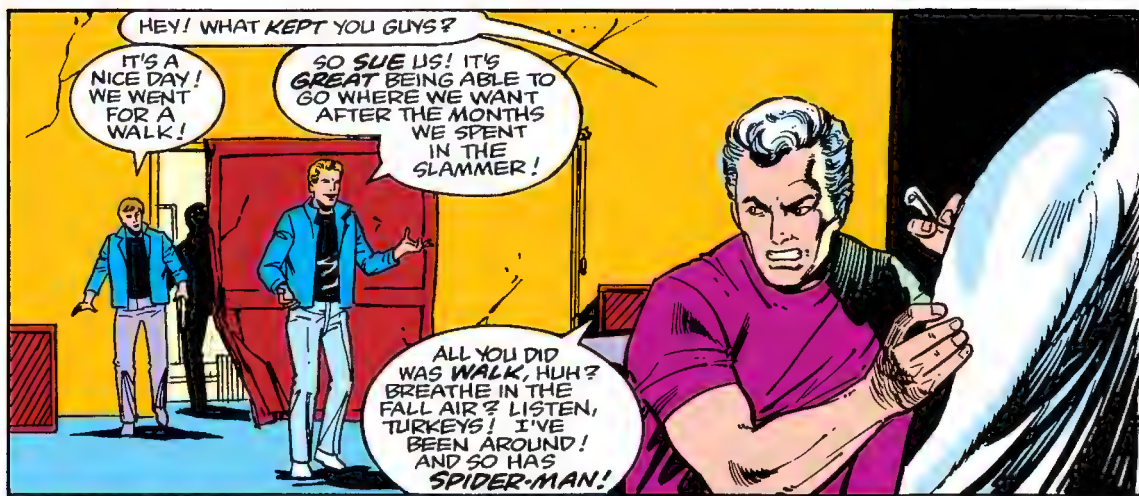




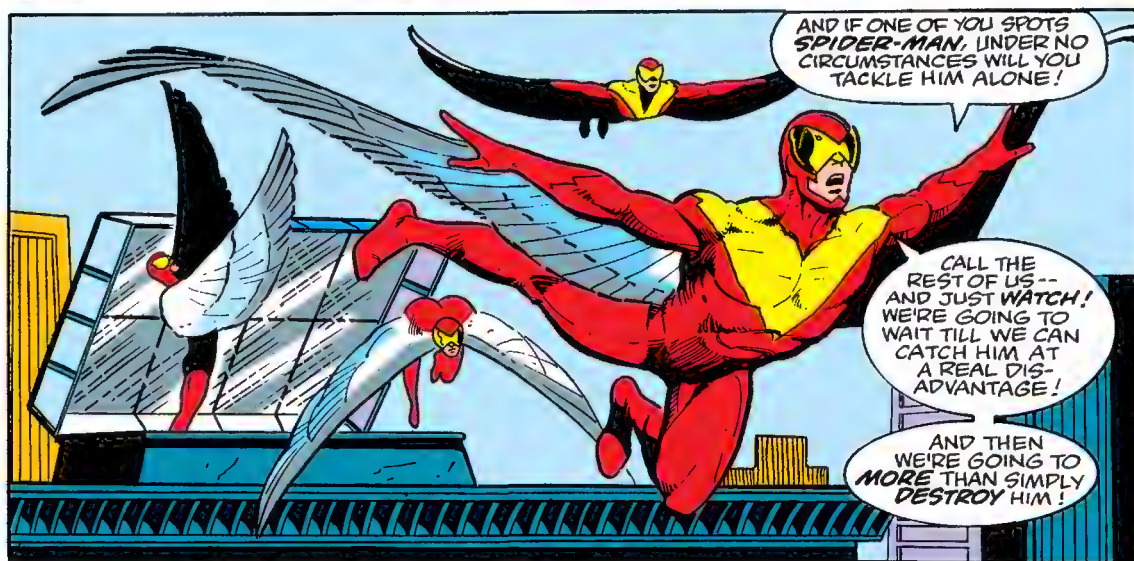














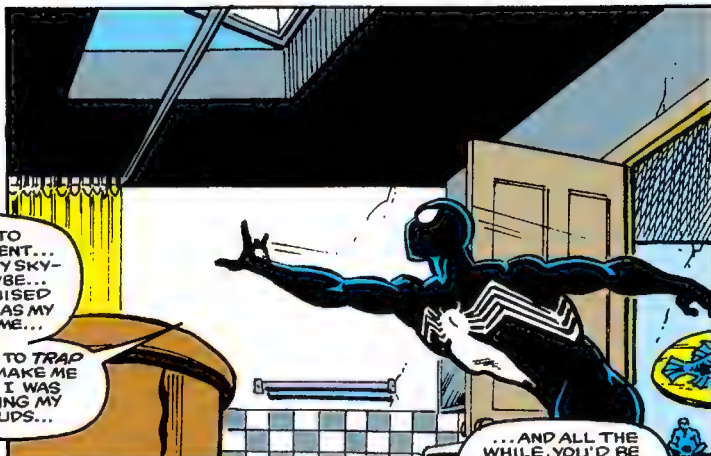
MEANWHILE, IN PETER PARKER'S  
CHELSEA APARTMENT...

I WASN'T  
BEING  
PARANOID!

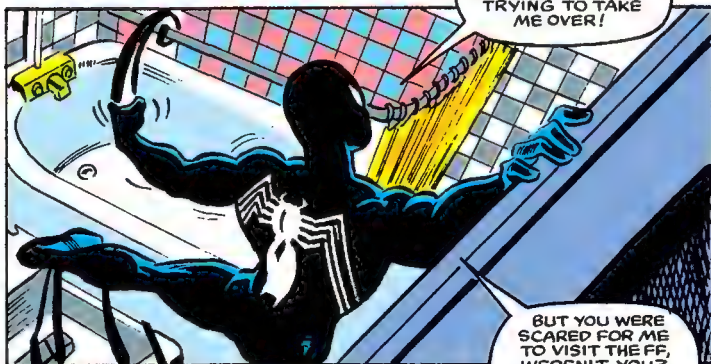
YOU DID  
ESCAPE FROM  
THE BAXTER  
BUILDING!

SNUCK INTO  
MY APARTMENT...  
THROUGH MY SKY-  
LIGHT, MAYBE...  
AND DISGUISED  
YOURSELF AS MY  
OLD COSTUME...

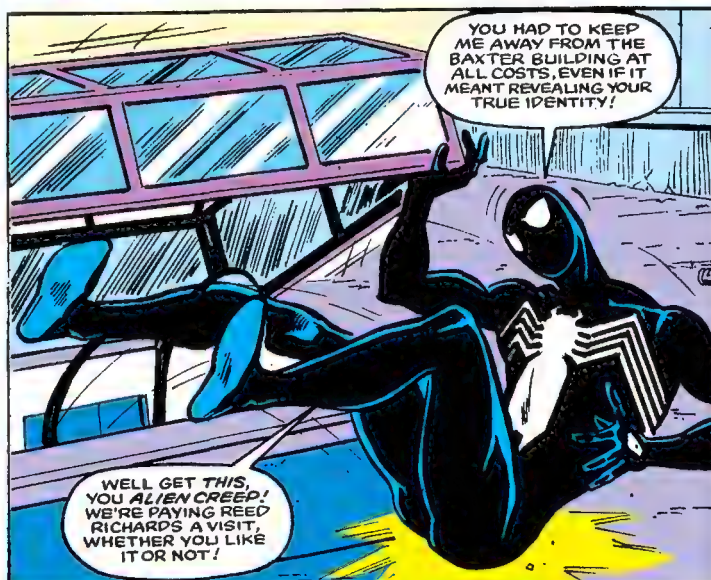
... JUST TO TRAP  
ME! TO MAKE ME  
THINK I WAS  
WEARING MY  
OLD PUPS...



... AND ALL THE  
WHILE, YOU'D BE  
BONDING WITH ME...  
TRYING TO TAKE  
ME OVER!



BUT YOU WERE  
SCARED FOR ME  
TO VISIT THE FF,  
WEREN'T YOU?  
SCARED I'D LEARN  
THE TRUTH!

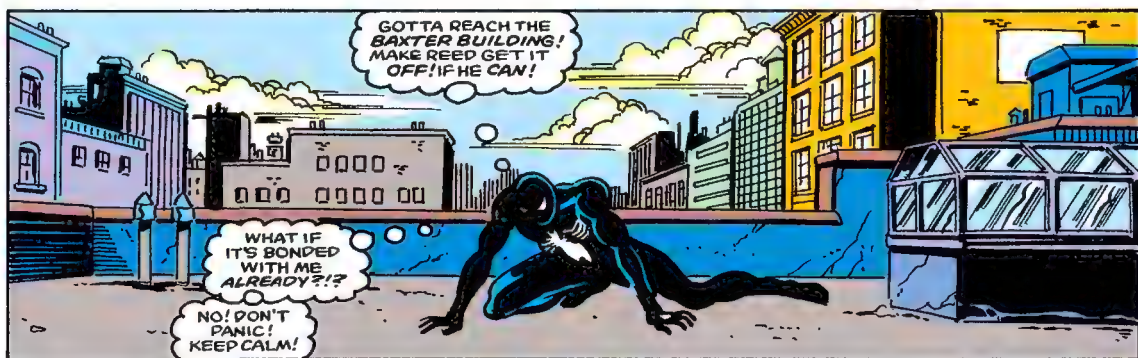


YOU HAD TO KEEP  
ME AWAY FROM THE  
BAXTER BUILDING AT  
ALL COSTS, EVEN IF IT  
MEANT REVEALING YOUR  
TRUE IDENTITY!

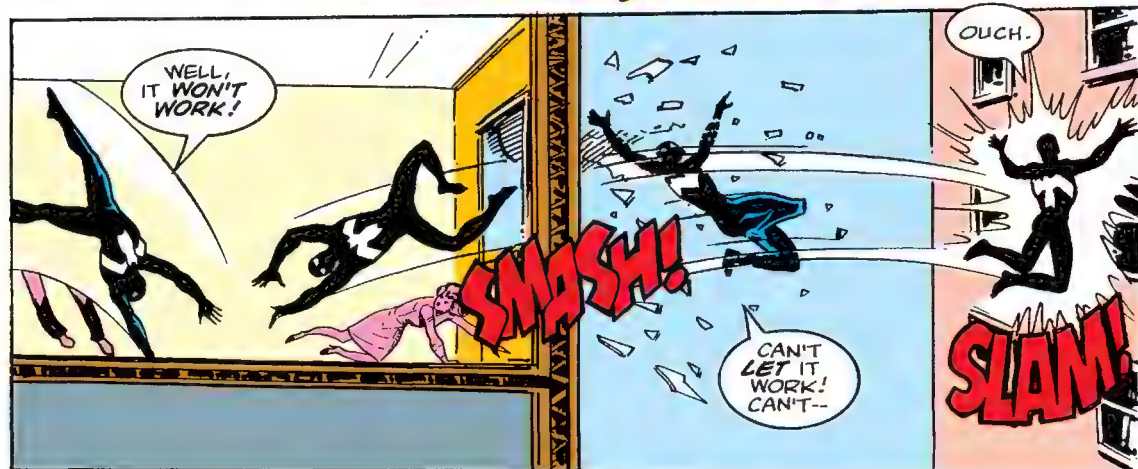
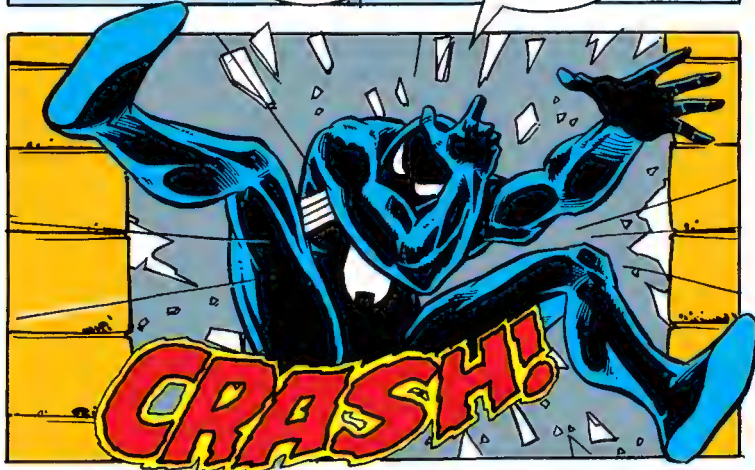
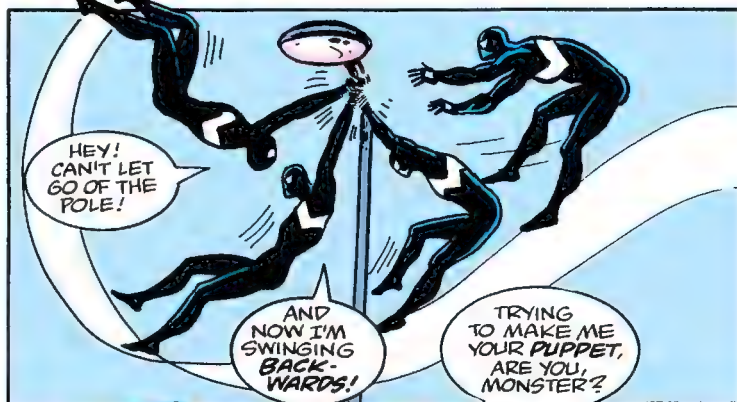
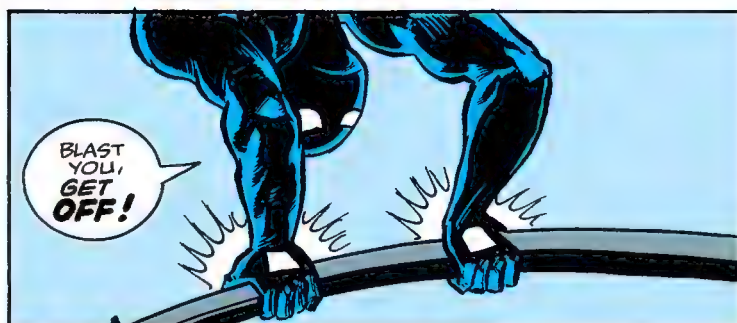
WE'LL GET THIS,  
YOU ALIEN CREEP!  
WE'RE PAYING REED  
RICHARDS A VISIT,  
WHETHER YOU LIKE  
IT OR NOT!









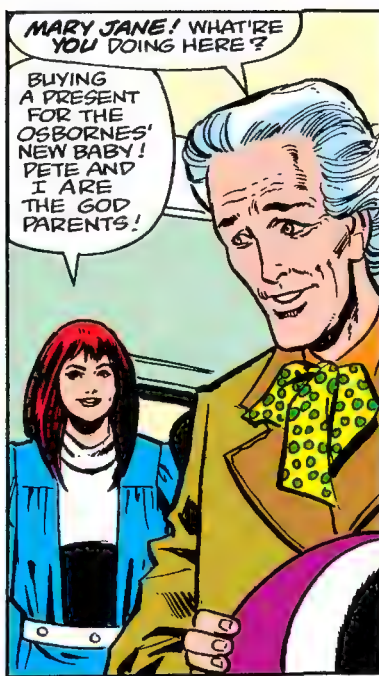






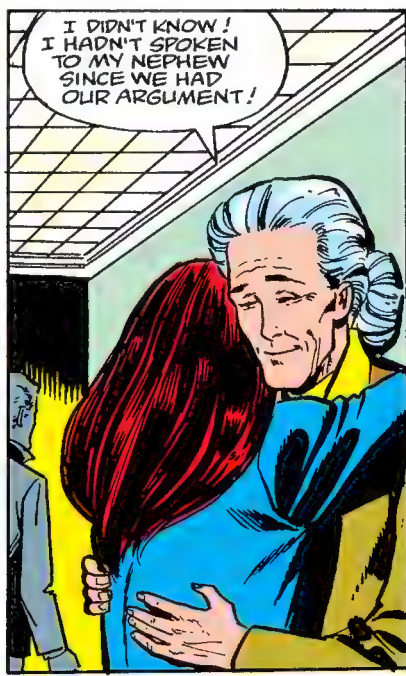
WHILE BLOCKS AWAY...

MAY!  
MAY PARKER!



MARY JANE! WHAT'RE YOU DOING HERE?

BUYING A PRESENT FOR THE OSBORNES' NEW BABY! PETE AND I ARE THE GOD PARENTS!



I DIDN'T KNOW! I HADN'T SPOKEN TO MY NEPHEW SINCE WE HAD OUR ARGUMENT!



I'M FURIOUS AT HIM FOR DROPPING HIS GRADUATE STUDIES IN BIO-PHYSICS!

I-I'VE HEARD! BUT MAY, BEING A PHOTOGRAPHER'S NO DISGRACE! AND PETE'S GOOD!

LOOK! HIS SPIDER-MAN PHOTO'S IN THE BUGLE AGAIN!



SPIDER-MAN IS A MENACE, MARY JANE! I'VE READ THE BUGLE'S EDITORIALS!

I DON'T LIKE PETER TRAIPSING ALL OVER TOWN AFTER HIM! AND THAT'S NOT THE POINT! PETER LET HIS DREAM DIE!

BUT MAY, WHAT IF HE HAS A NEW DREAM? DOES IT MATTER WHAT HE DOES AS LONG AS HE'S HAPPY?



BUT HE WAS HAPPY BEING A SCIENTIST!

AND A PHOTOGRAPHER!

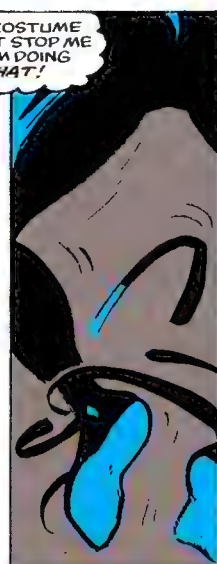
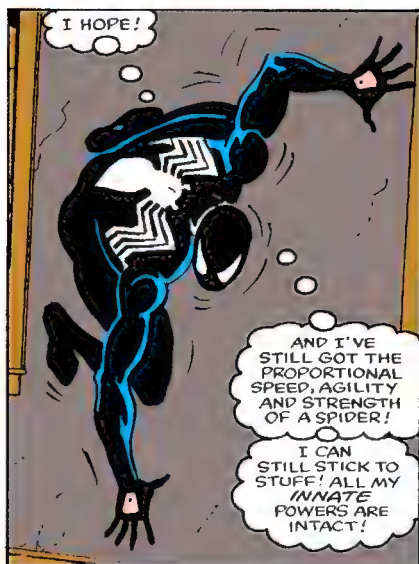
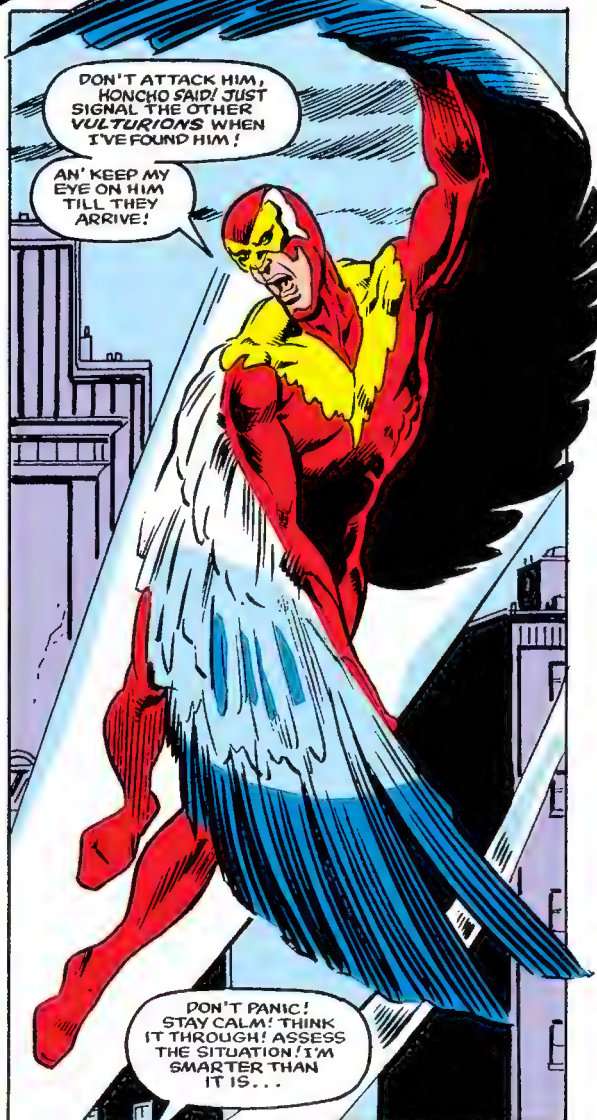
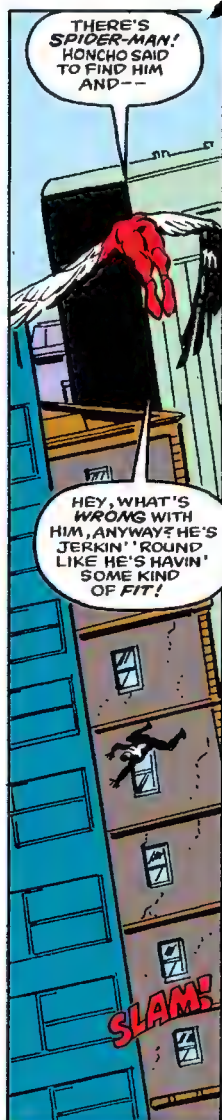
AND SPIDER-MAN-- THOUGH I'M THE ONLY ONE WHO KNOWS IT!

THAT ONE'S PERFECT, MAY! BUY IT!

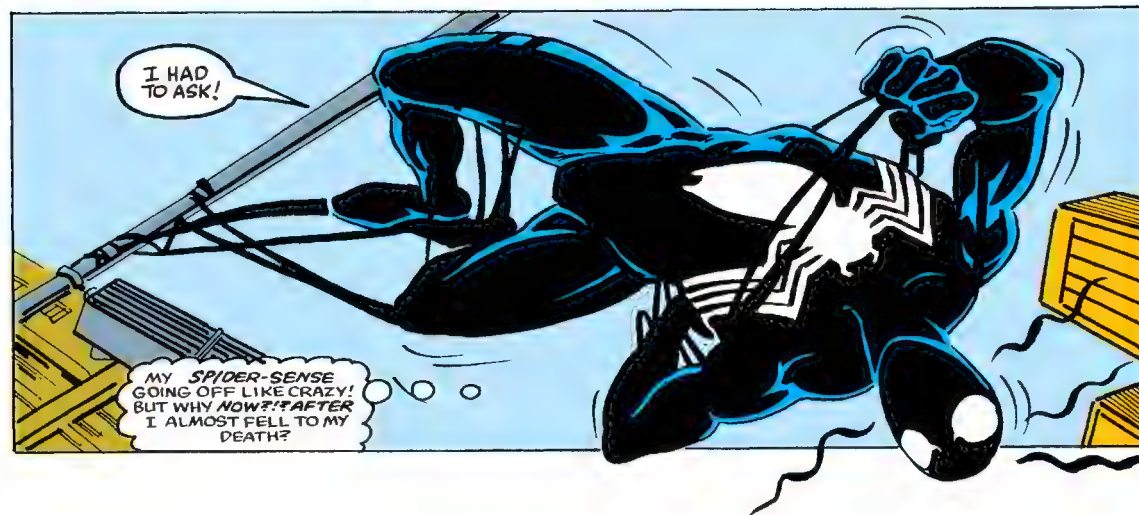
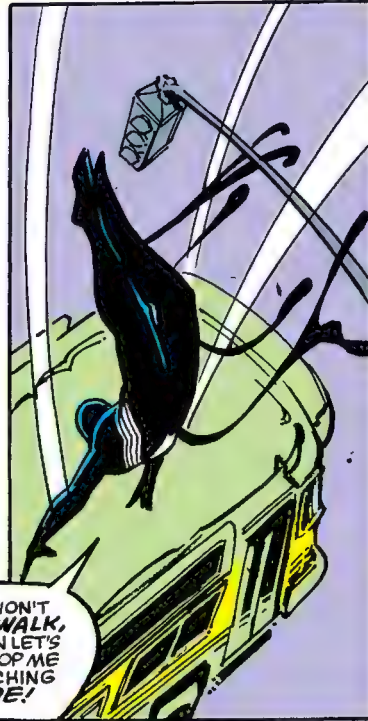
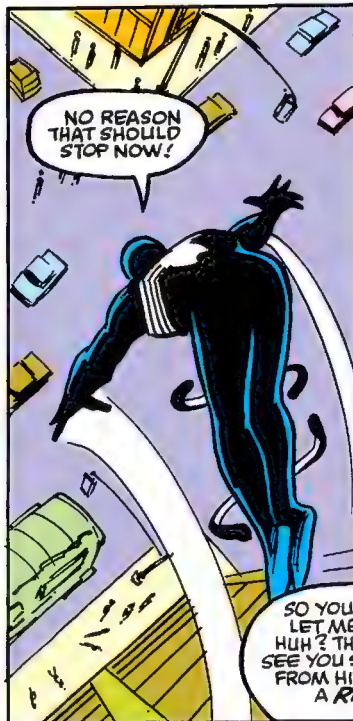
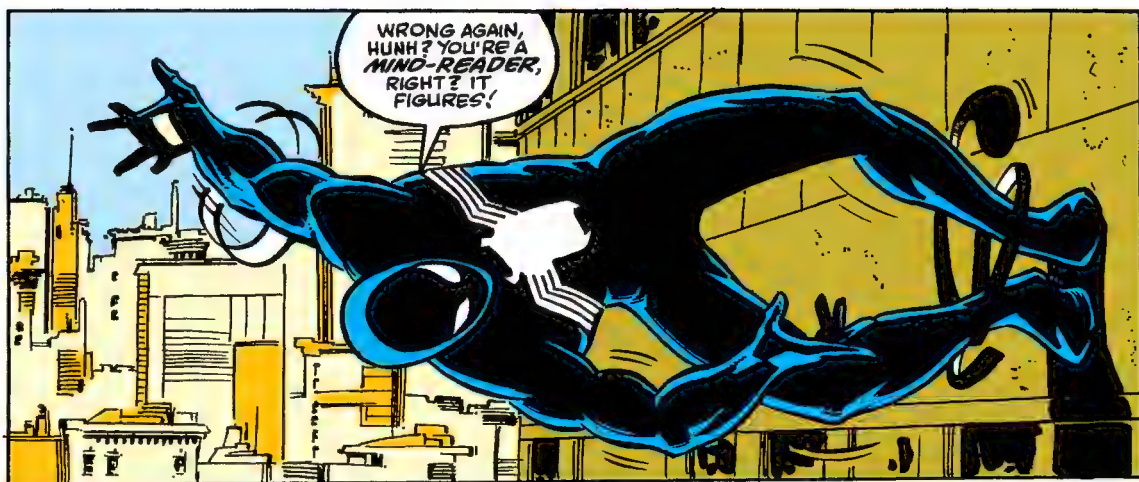
MAYBE LATER, SWEETIE! I'M HAVING A FEW LITTLE MONEY PROBLEMS WITH THE HOUSE!

NOTHING TO WORRY PETER WITH-- BUT I REALLY CAN'T SPEND THE MONEY RIGHT NOW!













I HEARD YOU WERE HOT STUFF, SPIDER-MAN! BUT YOU'RE ACTIN' LIKE A DUDE ON A BAD TRIP!

BOSS SAID NOT TO TACKLE YOU ALONE, BUT WAITIN' FOR THE OTHER VULTURES'D BE A WASTE OF TIME!

THIS'LL TEACH ME NOT TO ASK QUESTIONS I'D JUST AS SOON NOT HAVE ANSWERED!

FRIENDS OF YOURS, ALIEN? HAPPY NOT THAT THEY'RE FLYING ME AWAY FROM THE BAXTER BUILDING?



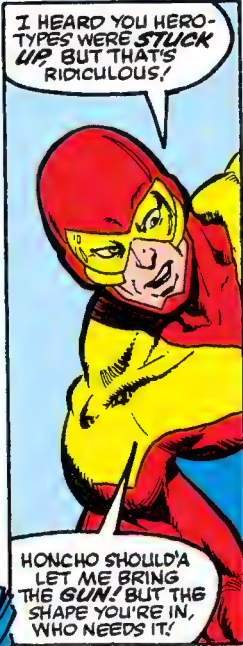
ALIEN? WHAT ARE YOU, MAN, A PSYCHO? WHAT'RE YOU TALKIN' ABOUT?

THAT'S SOME WEIRD COSTUME YOU GOT THERE! IT'S WHIPPIN' 'ROUND LIKE IT'S ALIVE!

NO KIDDIN'? WHO ARE YOU, ANYWAY? AND WHAT'RE YOU DOING IN THE VULTURE'S COSTUME? ARE YOU WORKING WITH HIM?

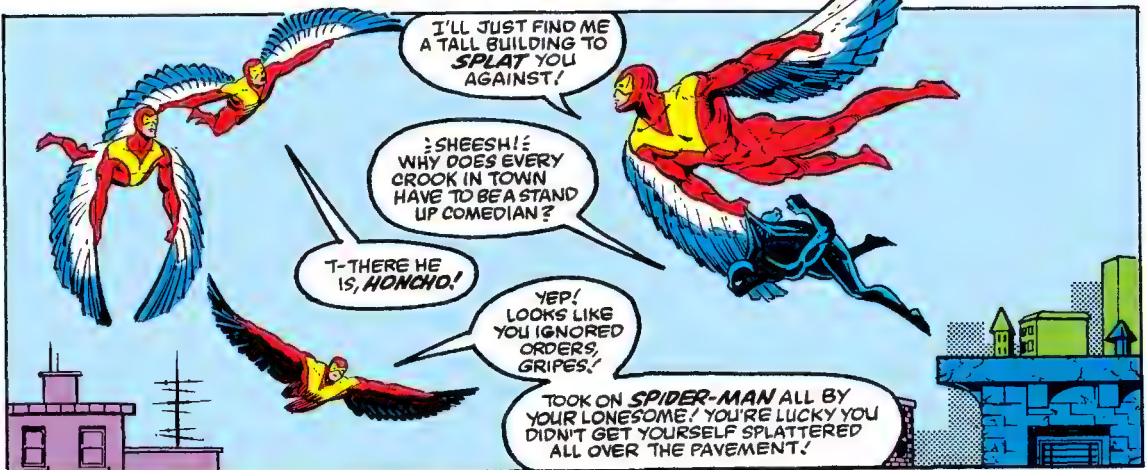


YOU NOTICED, DID YOU? WELL, WHAT DO YOU THINK?



I HEARD YOU HERO-TYPES WERE STUCK UP, BUT THAT'S RIDICULOUS!

HONCHO SHOULD'A LET ME BRING THE GUN! BUT THE SHAPE YOU'RE IN, WHO NEEDS IT!



I'LL JUST FIND ME A TALL BUILDING TO SPLAT YOU AGAINST!

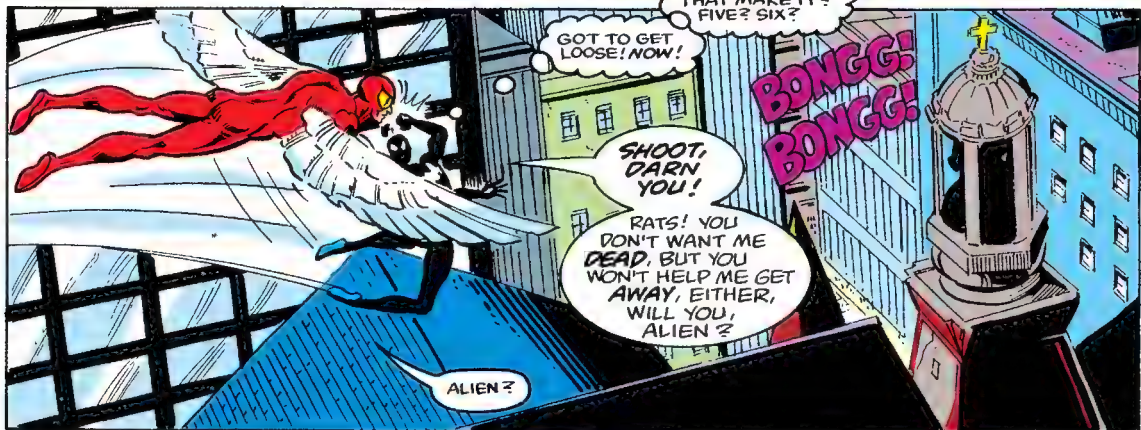
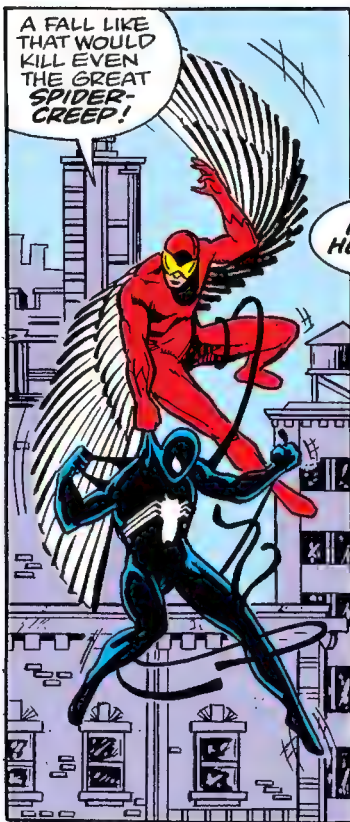
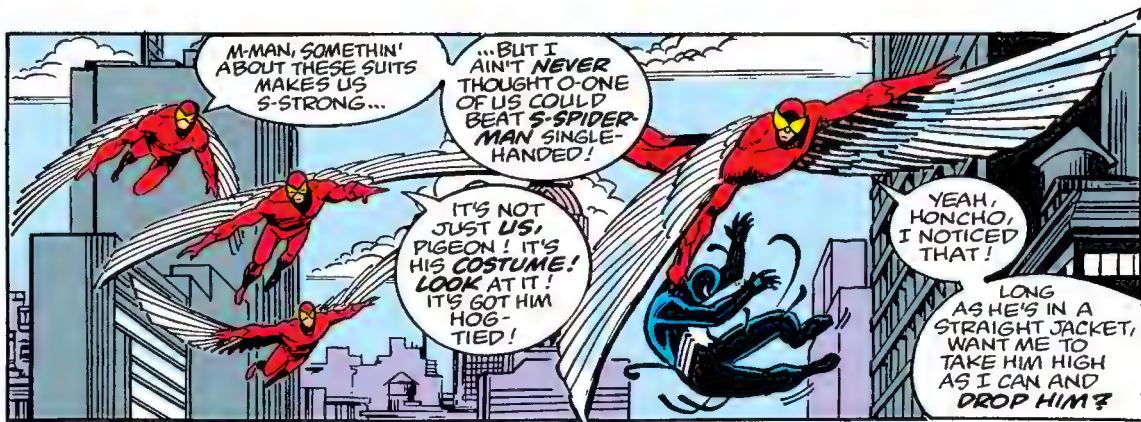
≥ SHEESH! ≥ WHY DOES EVERY CROOK IN TOWN HAVE TO BE A STAND UP COMEDIAN?

T-THERE HE IS, HONCHO!

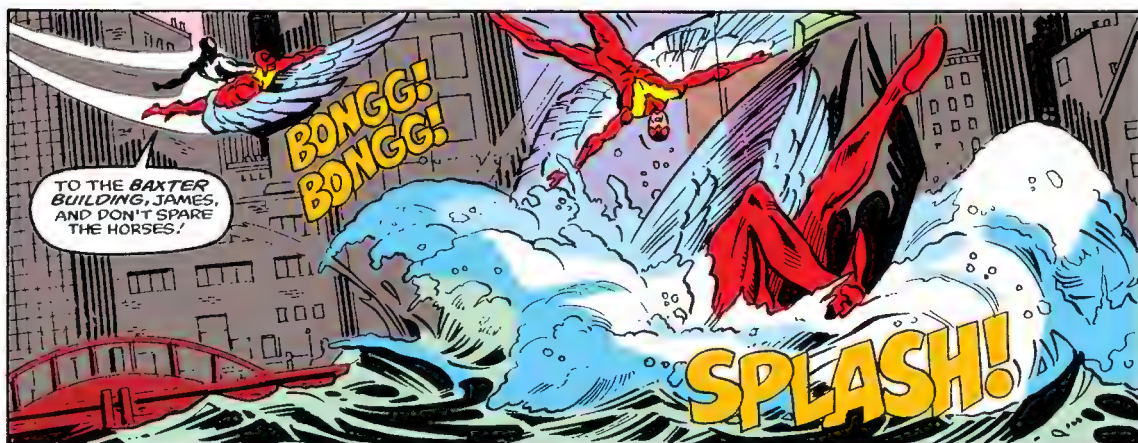
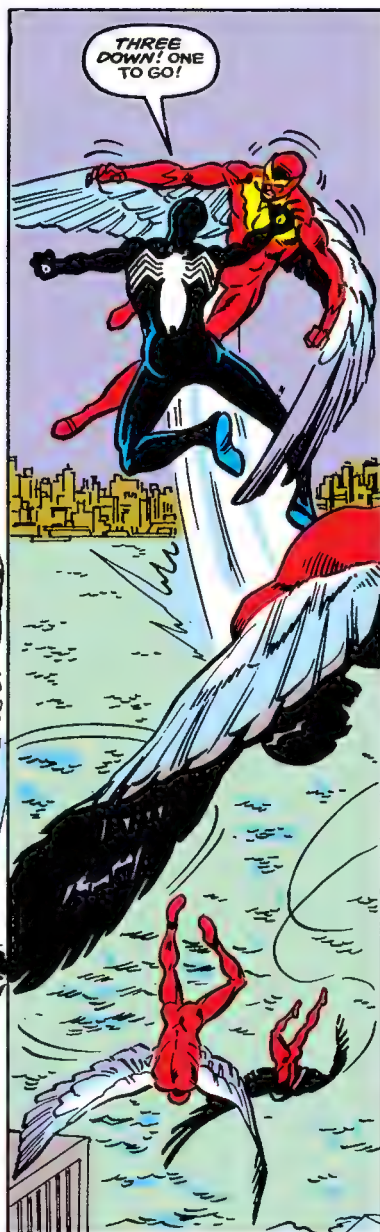
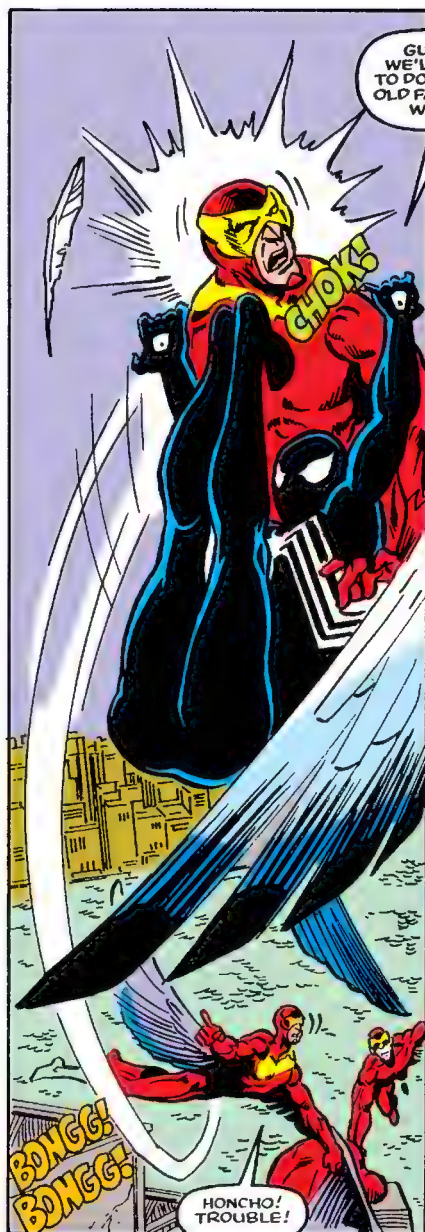
YEP! LOOKS LIKE YOU IGNORED ORDERS, GRIPES!

TOOK ON SPIDER-MAN ALL BY YOUR LONESOME! YOU'RE LUCKY YOU DIDN'T GET YOURSELF SPLATTERED ALL OVER THE PAVEMENT!

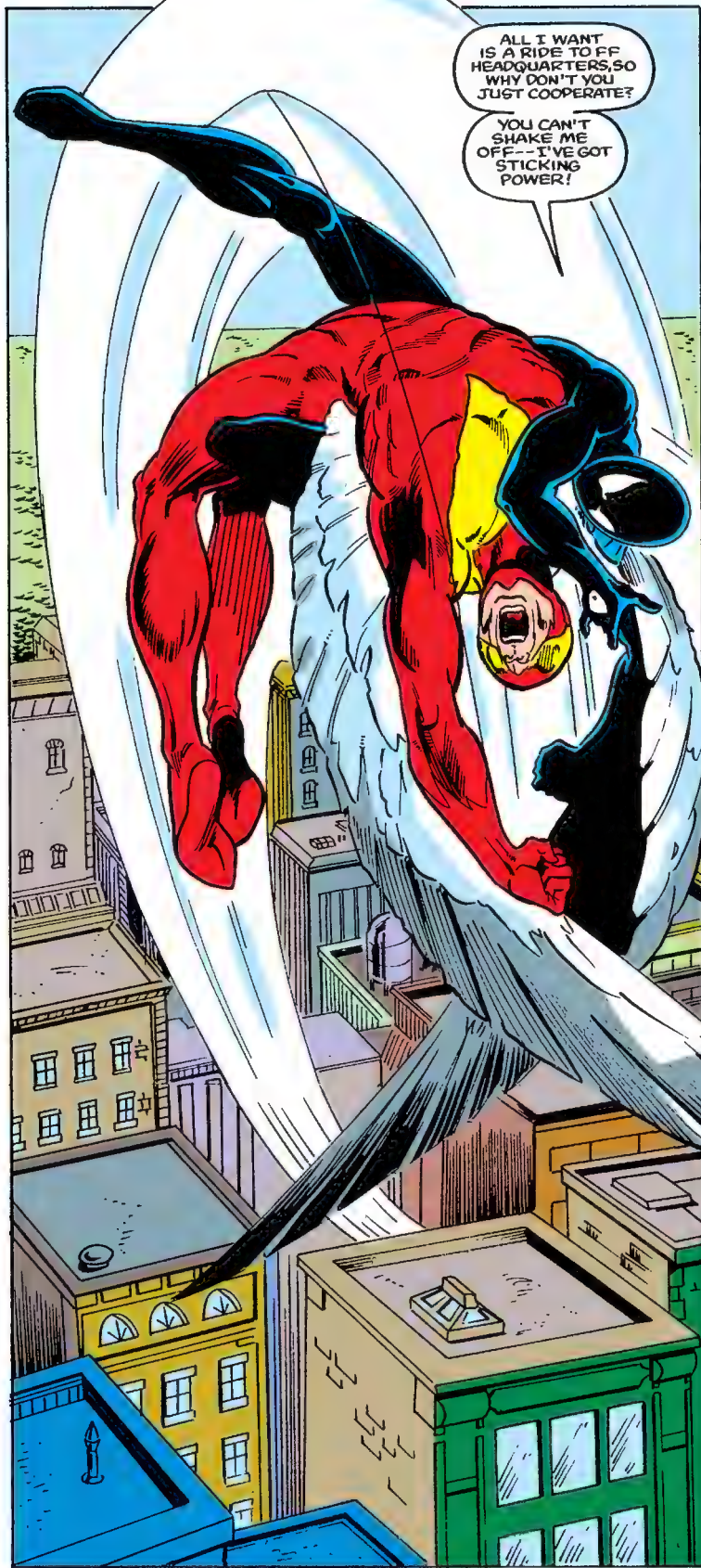












ALL I WANT  
IS A RIDE TO FF  
HEADQUARTERS, SO  
WHY DON'T YOU  
JUST COOPERATE?

YOU CAN'T  
SHAKE ME  
OFF-- I'VE GOT  
STICKING  
POWER!



SO LET'S GET  
GOING! REED RICHARDS'  
**SONIC BLASTER'S**  
THE ONLY THING I  
KNOW THAT'LL--!

**NO!** I CAN'T  
COUNT ON REACHING  
REED IN TIME! **GOT**  
TO GET THIS ALIEN  
OFF MY **BACK--**  
NOW!

BUT  
HOW?



**BONGG!  
BONGG!**

EUREKA! HOW  
CAN I HAVE  
MISSED IT!  
SONICS!

HEY!  
I CAN'T  
SEE!

NO KIDDING!  
DOWN, JAMES!  
HEAD FOR THAT  
BELL TOWER!

HEY! DON'T  
TELL ME, ALIEN?  
YOU DON'T LIKE  
WHAT I'M THINK-  
ING, RIGHT?

WELL, I  
DON'T LIKE WHAT  
YOU'VE GOT IN  
STORE FOR  
ME EITHER!

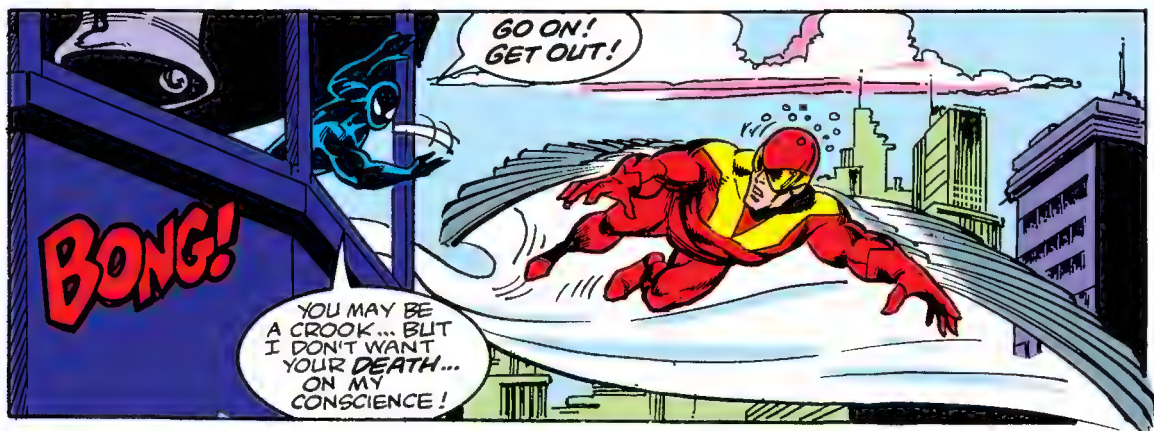
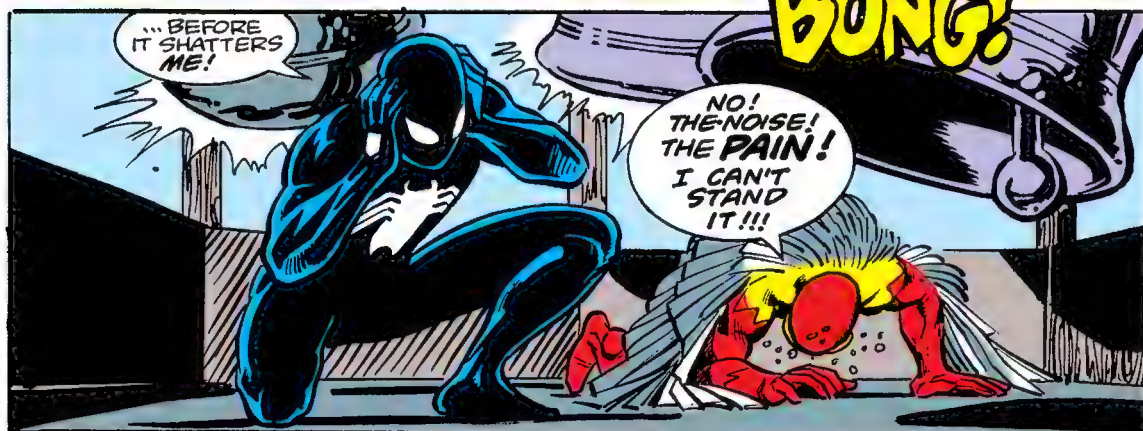
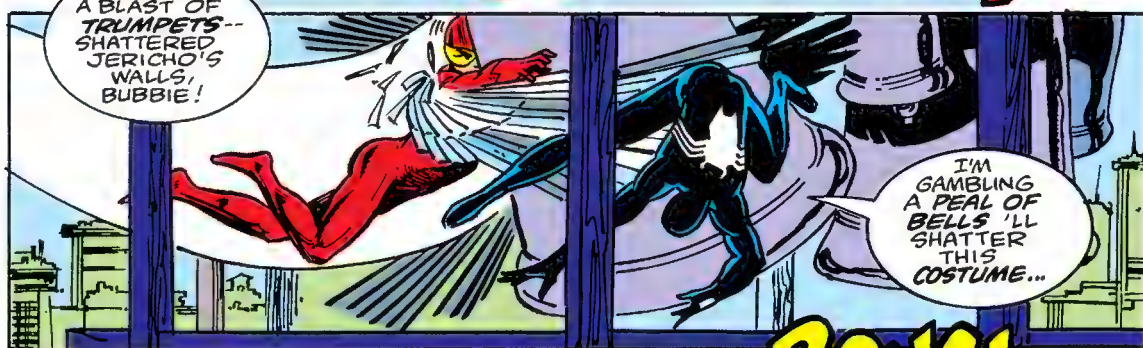
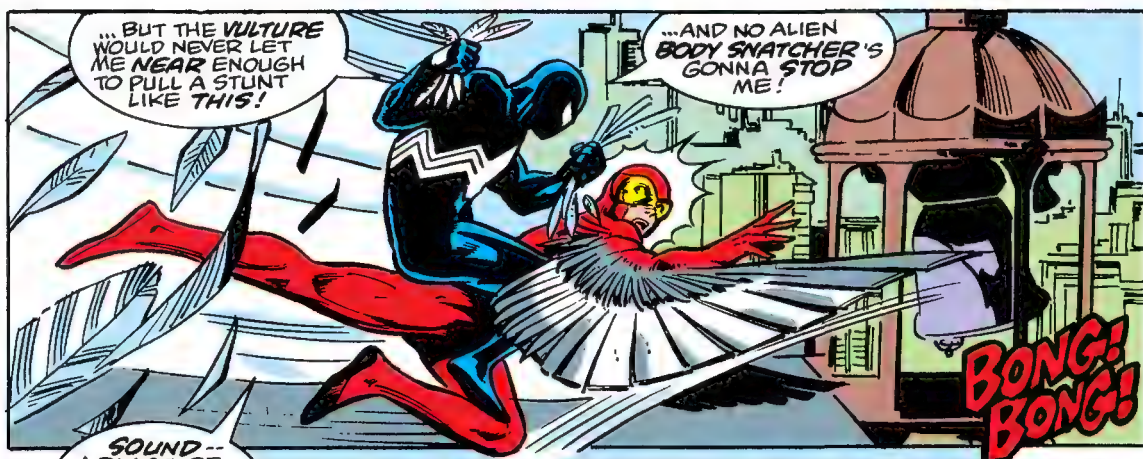
ALIEN?  
WHAT'RE YOU  
TALKING  
ABOUT? YOU  
CRAZY?

WHAT'RE YOU  
DOIN'? YOU'RE  
PULLIN' OUT MY  
PINIONS! I WON'T  
BE ABLE TO  
STEER!

AWWWW! POOR BABY!  
YOU MAY CALL YOURSELF  
A VULTURION, PAL...

...AND WEAR  
A VERSION OF  
THE VULTURE'S  
COSTUME...







SOUND!  
THAT'S THE  
ANSWER,  
ISN'T IT?

THESE BELLS  
MAY TURN MY  
BRAINS TO JELL-O,  
BUT IT SURE AS  
HECK'S GONNA GET  
YOU, PAL!

BONGGGG!

BONGGGGG!

DON'T YOU SEE?  
I COULDN'T **STAND**  
BEING A PUPPET!  
I'D RATHER **DIE!**

AND WHAT GOOD  
WOULD I BE TO  
YOU THEN?!

MIGHT...  
AS WELL JUST  
LEAVE... GO  
BEFORE...

...I LOSE  
MY SENSE  
OF **HUMOR**  
ABOUT THIS...

BONGGG

BONGGGG!







**BONGGGG! BONGGGGG! BONG! BONGGGG!**

ON ITS HOME WORLD, THE SYMBIOTE IS AN EMOTIONLESS BEING WHO PREYS ON EMOTIONLESS OTHERS!

HOWEVER, FATE HAS PAIRED IT WITH AN EMOTIONAL BEING WHO FEELS INTENSELY... FEAR, GREED, EXCITEMENT, RESPONSIBILITY, LOVE!

BUT SYMBIOSIS IS A TWO-WAY STREET!

**BONGGGG! BONGGGGG! BONGGGG!**

THE ALIEN COSTUME IS INTELLIGENT. IT HAS LEARNED TO FEEL.

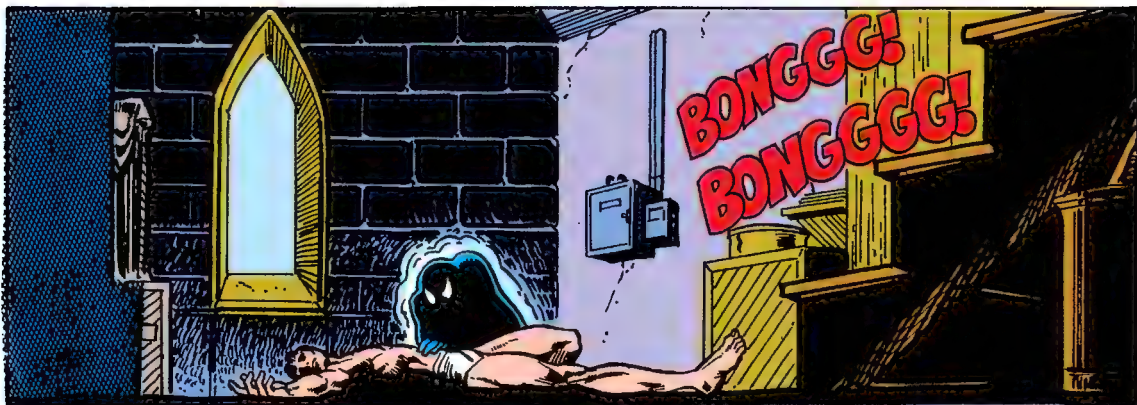
**BONGGGG!**

**BONGGG!**

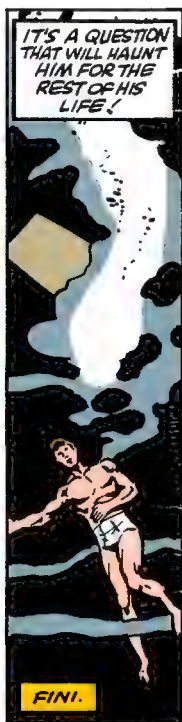
**BUM! BUM! BUM! BUM! BUM! BUM!**

AND IN FEELING, TO ACT?





IN A VERY SHORT WHILE PETER PARKER WILL AWAKEN AND WONDER... WHY DID IT SAVE HIM?



IT'S A QUESTION THAT WILL HAUNT HIM FOR THE REST OF HIS LIFE!

FINI.



Though the symbiote was gone, Spidey continued to wear a fabric version of his black costume after his red-and-blue costume was shredded battling Magma in Appalachia. After longtime ally Captain Jean DeWolff was murdered by the deranged Sin Eater, the Beyonder returned seeking Peter's aid in being human. While Dr. Strange lifted the Black Cat's bad luck aura clinging to Spider-Man, life remained no less challenging as a city-wide gang war erupted in the absence of the Kingpin. After Flash Thompson was framed for being the Hobgoblin, Daily Bugle reporter Ned Leeds was murdered and revealed to be the real Hobgoblin. In the midst of this chaos, Peter proposed to Mary Jane for the second time. This time, she accepted, and the two soon wed. Before long, the honeymoon was over as Peter was buried alive by his old enemy, Kraven the Hunter — a final triumphant hunt before Kraven took his own life. Meanwhile, someone stalking Peter Parker was able to evade his spider-sense and push him into the path of an oncoming train.



Venom pushes Spidey onto the train tracks — art by Marc Silvestri



Epilogue: THE SOUTH BRONX, WHERE THE WEAK BEAM OF A FAADING FLASHLIGHT ILLUMINATES ONE MAN'S DESPAIR.

AND DESIRE.

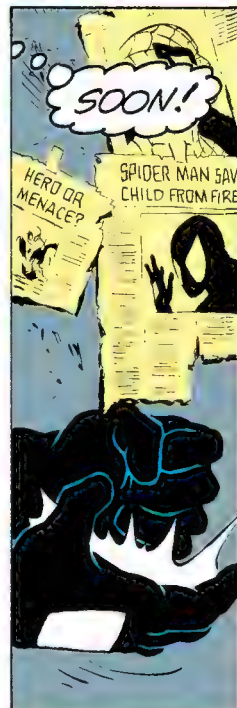
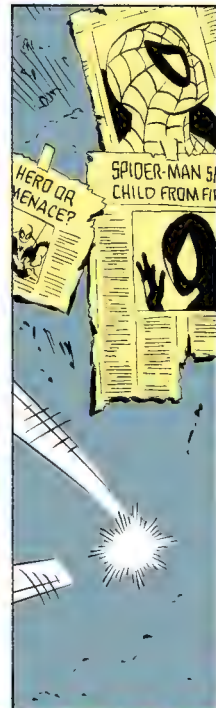
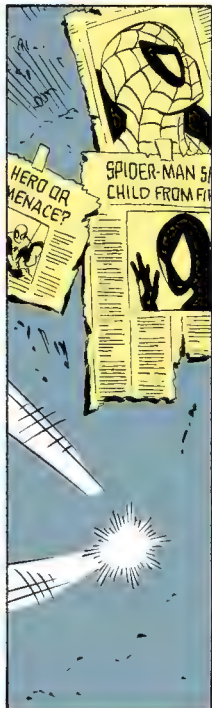
THE DARKNESS THAT BLANKETS THIS CITY IS NOTHING. **NOTHING!** NOT COMPARED TO THE SHROUD THAT SPIDER-MAN PULLED OVER ME.

HE STOLE MY LIFE... SHATTERED IT... THEN CAST IT ASIDE LIKE YESTERDAY'S NEWS!

SO IT IS ONLY FITTING, ONLY **FAIR**, THAT I DO THE SAME TO **HIM!**

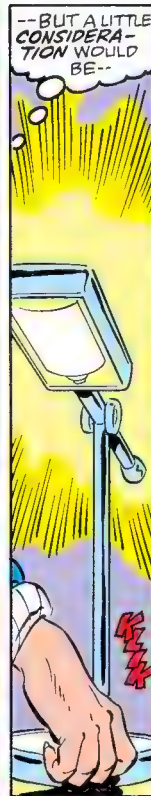
AND I WILL.

OH, YES.



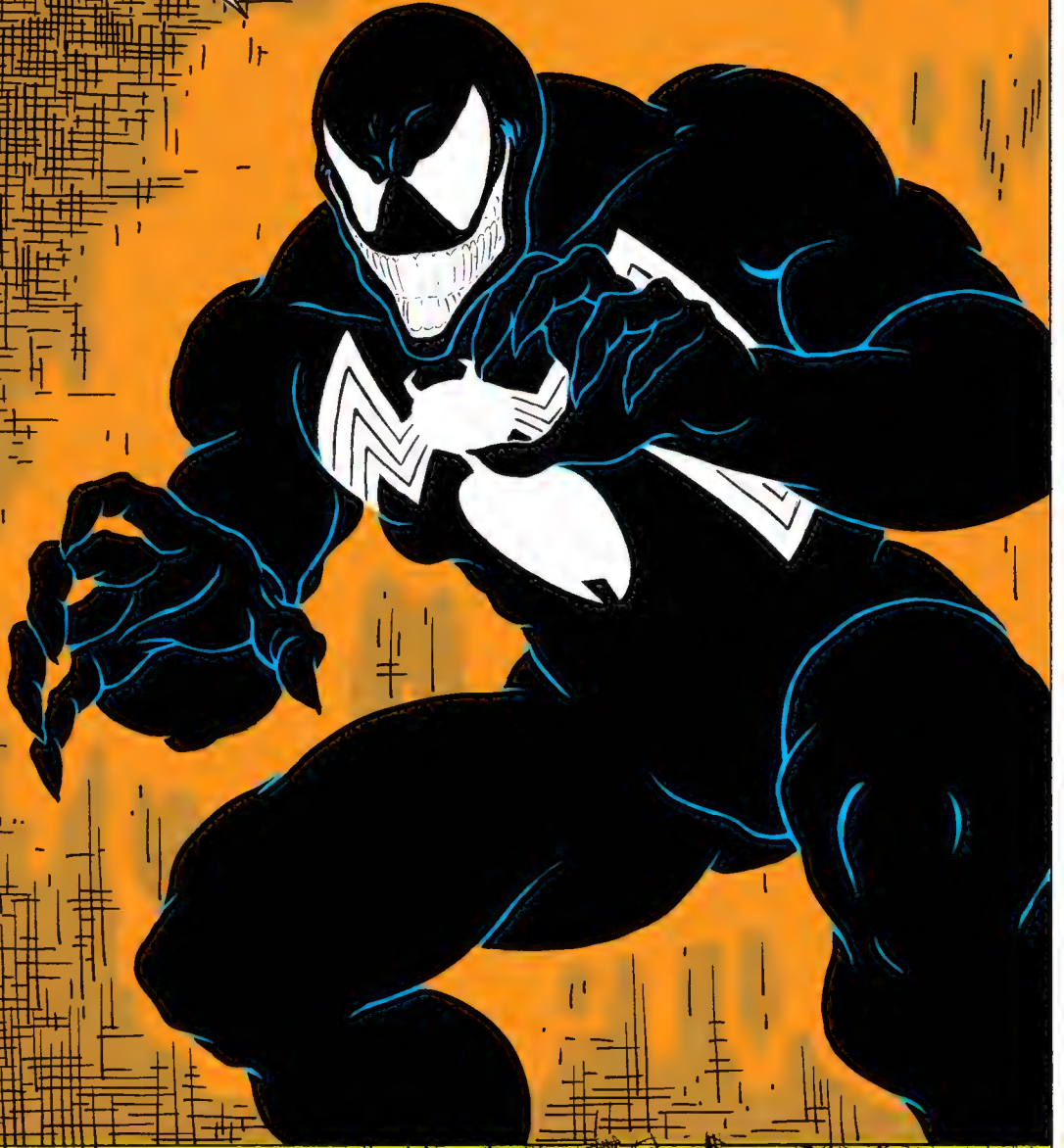
NEXT ISSUE: **THE LAST CHANCE?**







... I'M  
**HOME!**



NEXT ISSUE:  
A SPECIAL  
**DOUBLE-LENGTH**  
**SHOCKER!**  
DON'T MISS...

**VENOM**



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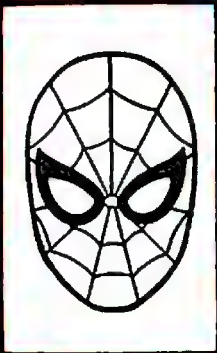
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AUTHORITY

# the AMAZING SPIDER-MAN



MEARLANE





Stan Lee PROUDLY PRESENTS A COMIC BOOK MILESTONE: THE FABULOUS 300<sup>TH</sup> ISSUE OF...

# THE AMAZING SPIDER-MAN<sup>®</sup>



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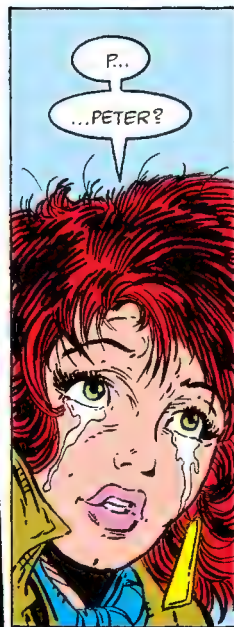
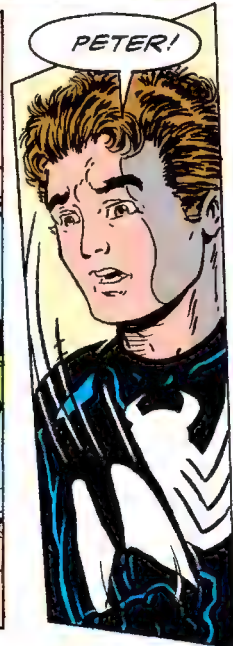
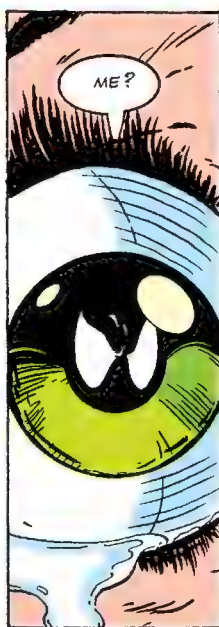
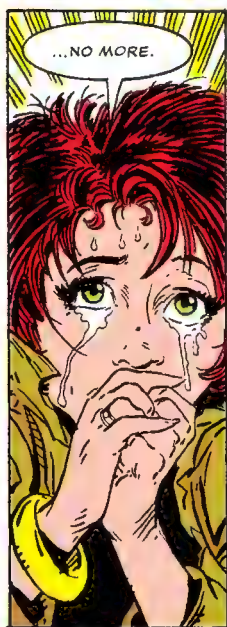
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EDITOR

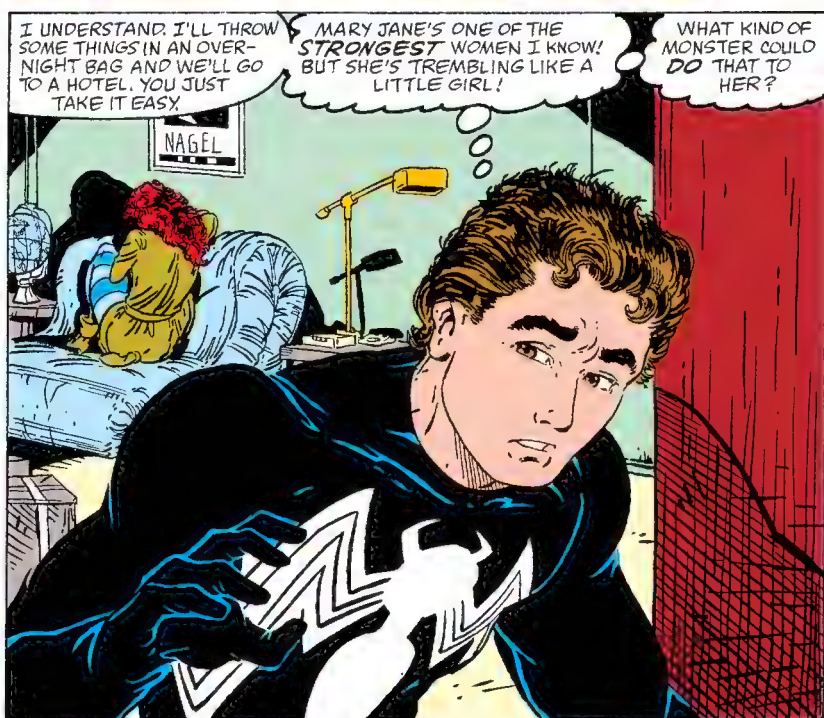
TOM  
DEFAICO

EDITOR IN CHIEF











ANSWER: THE KIND THAT CURRENTLY CRAWLS UP THE SHEER WALL OF A SOUTH BRONX TENEMENT, THE KIND THAT HAS JUST COME--

-- HOME.

YEAH, YEAH, I KNOW! THE WOMAN WASN'T OUR TARGET! BUT SHAKING HER UP COULD STILL WORK! I MEAN, IF WE DON'T FIND HIM--

--HE MIGHT FIND US! EITHER WAY--

--IT'S JUST...

...A MATTER...

...OF TIME!

GUESS I'LL PUMP A LITTLE IRON. POP A SWEAT. YOU MAY NOT GET YOUR MUSCLE BUDDY, BUT I SURE DO!

AND I WANT TO MAKE CERTAIN I'M IN SHAPE, Y'KNOW?

FOR THE KILL!

>HI<  
>HI<



**MIDNIGHT:**  
THE LYDEN HOUSE  
HOTEL IN MID-  
MANHATTAN...

CAN'T SLEEP  
TOO TENSE.  
THINK I KNOW  
WHO THAT  
**INTRUDER**  
COULD HAVE  
BEEN.  
TROUBLE  
IS--

--THAT'S  
**IMPOSSIBLE!**

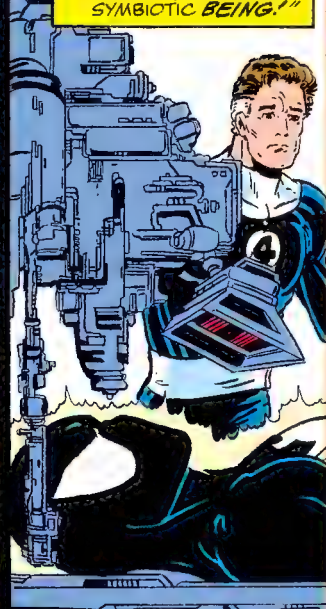
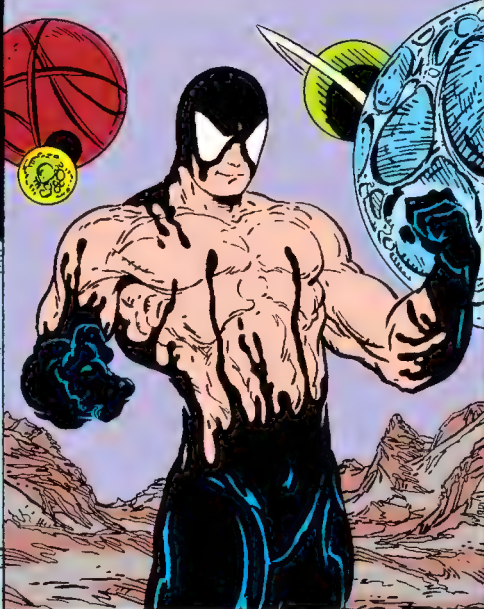
DON'T KNOW WHO THE **MAN**  
WHO BROKE IN WAS, BUT FROM  
MJ'S DESCRIPTION, THE **INHUMAN**  
**THING** SHE SAW SOUNDS AN  
AWFUL LOT LIKE--

--MY OLD  
**COSTUME!**

"I FIRST GOT MY BLACK-AND-WHITE SUIT ON  
ANOTHER PLANET, DURING THAT **BEYONDER** THING.\*  
I BROUGHT IT TO EARTH BECAUSE IT WAS GREAT  
HAVING A COSTUME THAT COULD **MIMIC** MY  
CIVILIAN CLOTHES, AND CHANGE FROM ONE  
TO THE OTHER AT A MENTAL COMMAND!"

"THE PROBLEMS STARTED  
WHEN **MR. FANTASTIC**  
DISCOVERED WHAT MY  
COSTUME REALLY WAS:

"A LIVING, THINKING,  
**SYMBIOTIC BEING!**"



\*FOR MORE INFO, SEE **SECRET WARS** #9. -- J.G.



AN ALIEN WHO WANTED ME FOR ITS *HOST*, WHO EVEN TRIED TO *BOND* ITSELF TO MY BODY!

"IT FINALLY TOOK MR. FANTASTIC'S *SONIC BLASTER* TO CAPTURE THE CREATURE!

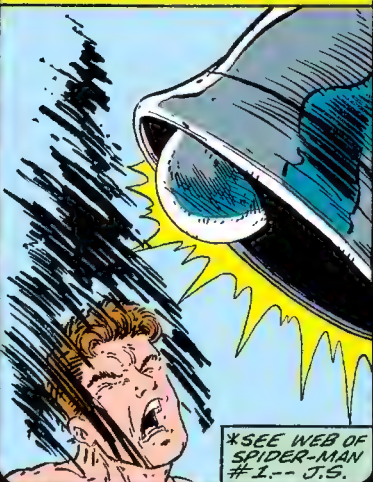


"BUT IT ESCAPED, DETERMINED TO JOIN WITH ME *PERMANENTLY*. I GOT DESPERATE.



"SO DESPERATE THAT I LURED IT TO A CHURCH TOWER--

"-- AND LET THE SHATTERING CLAMOR OF THE BELLS *KILL* THE MONSTER BEFORE IT COULD DESTROY *ME!*" \*



\*SEE WEB OF SPIDER-MAN #1-- J.S.

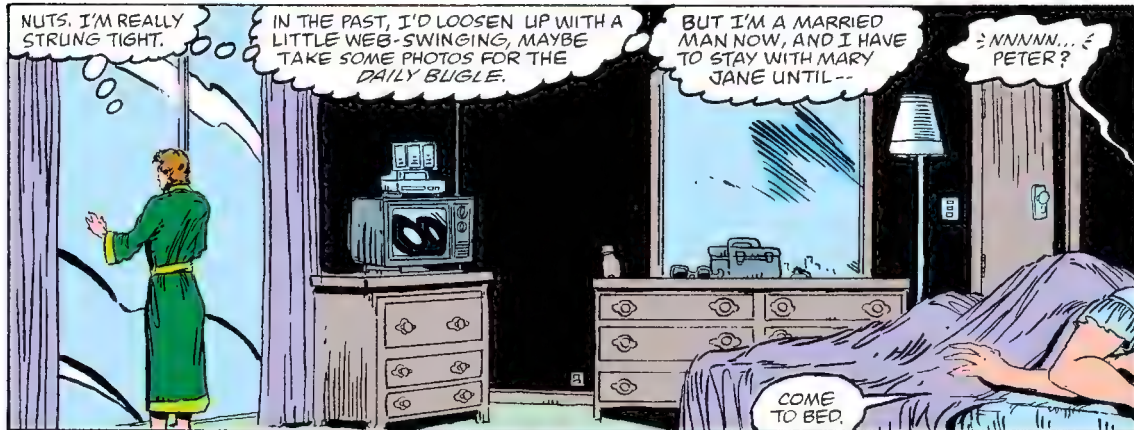
BUT FROM WHAT MARY JANE SAYS, THE REPORTS OF THAT DEATH MAY HAVE BEEN SOMEWHAT... *PREMATURE!*

NUTS. I'M REALLY STRUNG TIGHT.

IN THE PAST, I'D LOOSEN UP WITH A LITTLE WEB-SWINGING, MAYBE TAKE SOME PHOTOS FOR THE *DAILY BUGLE*.

BUT I'M A MARRIED MAN NOW, AND I HAVE TO STAY WITH MARY JANE UNTIL--

NNNNNN... PETER?



I THINK I KNOW WHO TERRORIZED YOU, M.J. AND WHY THEY'RE AFTER SPIDER-MAN. I HOPED MY HAVING A *SECRET IDENTITY* WOULD SHIELD YOU, BUT--



HUSH, TIGER. WHEN I SIGNED ON "FOR BETTER OR FOR WORSE," I *MEANT* IT.

NOW LET'S GET SOME SLEEP, OKAY?



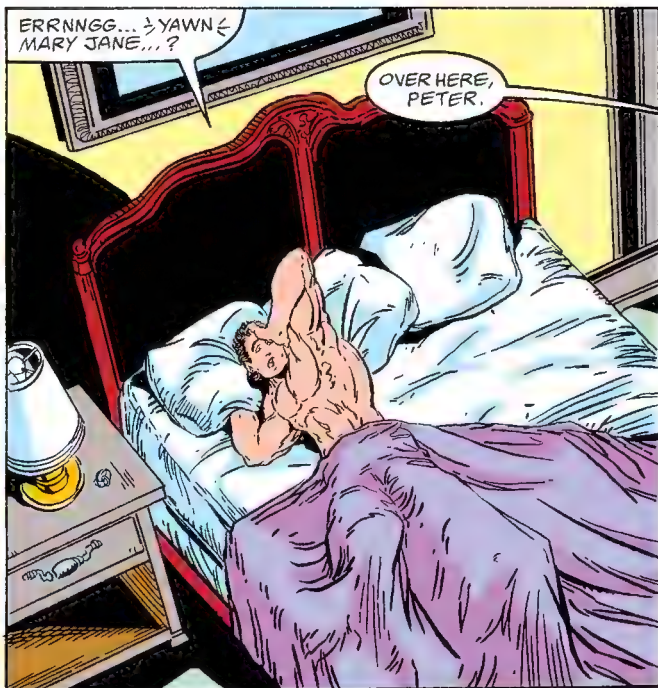
STUBBORNLY, GRUDGINGLY, FITFUL SLEEP  
FINALLY COMES.

AND EVENTUALLY, AS THE SUN SLIPS  
INTO ITS ASSIGNED POSITION OVER  
MANHATTAN ONCE MORE...



ERRNNGG... YAWN  
MARY JANE... ?

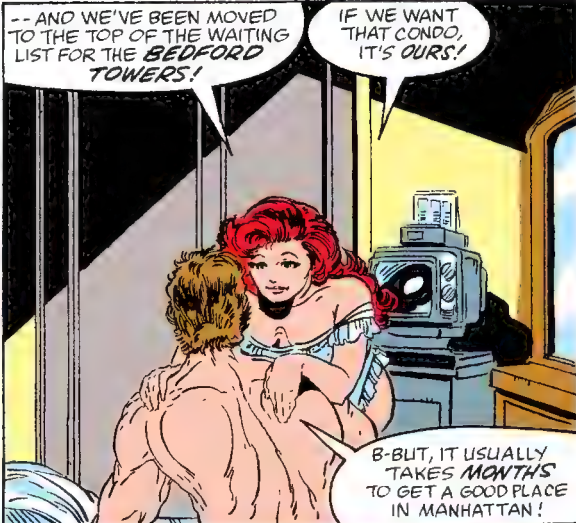
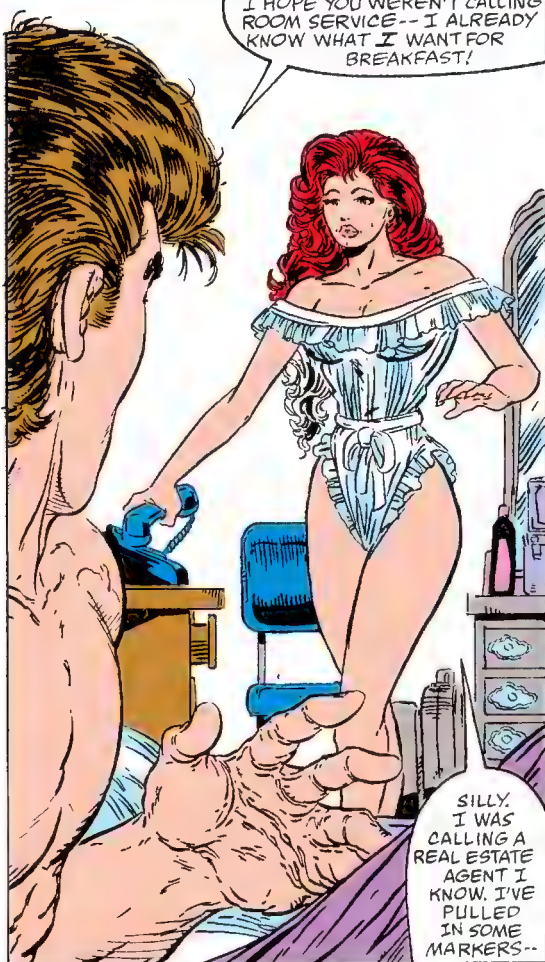
OVER HERE,  
PETER.



I HOPE YOU WEREN'T CALLING  
ROOM SERVICE-- I ALREADY  
KNOW WHAT I WANT FOR  
BREAKFAST!

-- AND WE'VE BEEN MOVED  
TO THE TOP OF THE WAITING  
LIST FOR THE **BEDFORD  
TOWERS!**

IF WE WANT  
THAT CONDO,  
IT'S OURS!



B-BUT, IT USUALLY  
TAKES **MONTHS**  
TO GET A GOOD PLACE  
IN MANHATTAN!

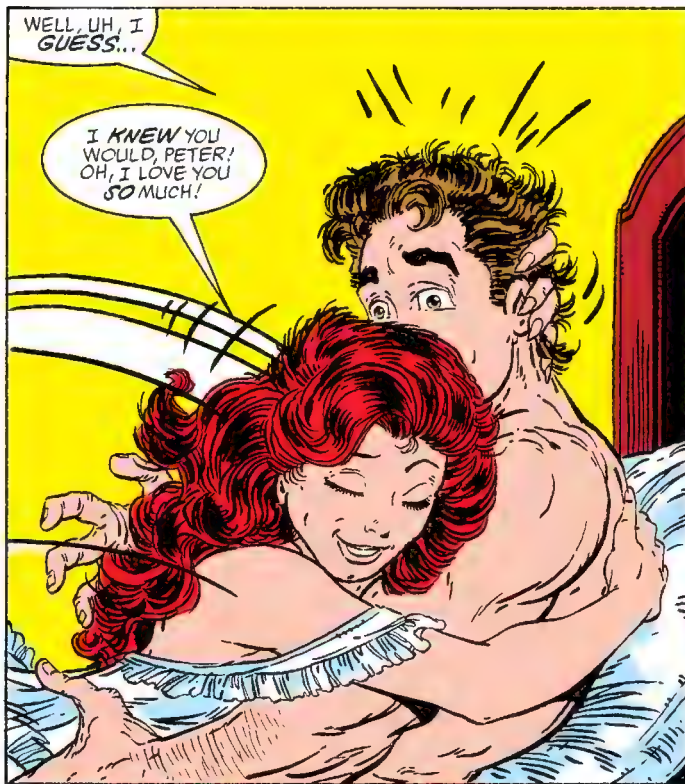
I GUESS WE WERE  
JUST LUCKY. I KNOW  
THIS IS SUDDEN, PETER,  
BUT I JUST **CAN'T**  
LIVE IN THAT APARTMENT  
ANYMORE. I'D SCREAM  
AT EVERY LITTLE CREAK  
OR RATTLE!

YOU DO  
UNDERSTAND...  
DON'T YOU?

SILLY.  
I WAS  
CALLING A  
REAL ESTATE  
AGENT I  
KNOW. I'VE  
PULLED  
IN SOME  
MARKERS--

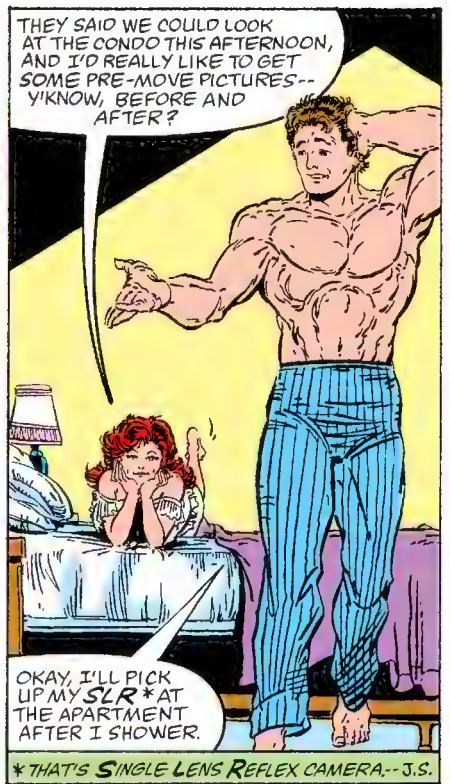






WELL, UH, I  
GUESS...

I *KNEW* YOU  
WOULD, PETER!  
OH, I LOVE YOU  
SO MUCH!



THEY SAID WE COULD LOOK  
AT THE CONDO THIS AFTERNOON,  
AND I'D REALLY LIKE TO GET  
SOME PRE-MOVE PICTURES--  
Y'KNOW, BEFORE AND  
AFTER?

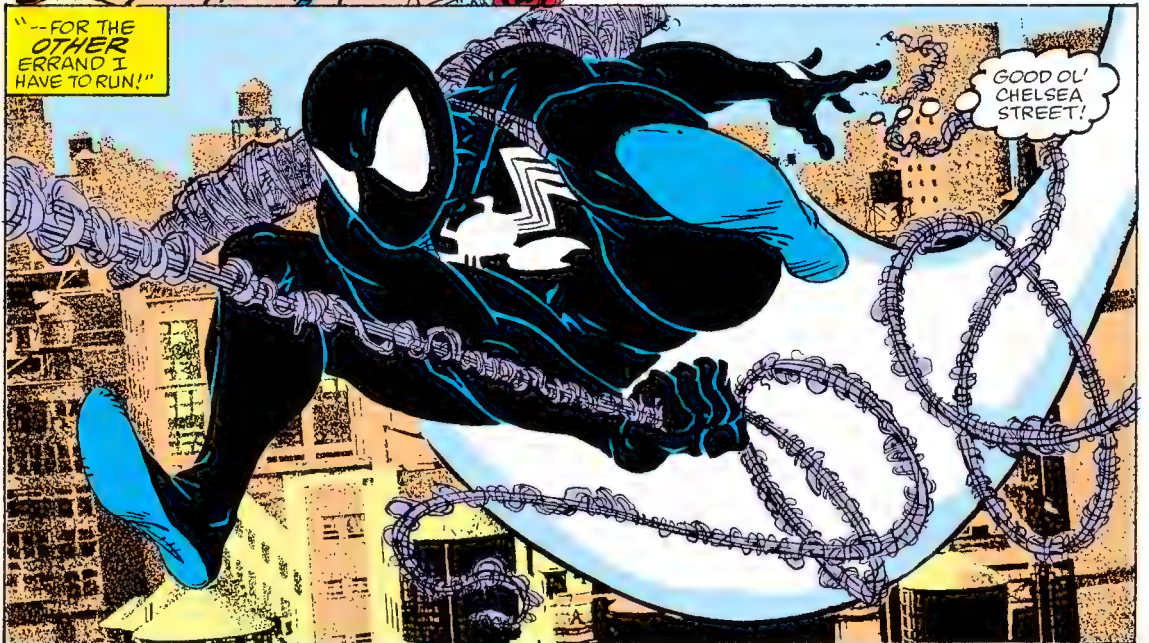
OKAY, I'LL PICK  
UP MY *SLR*\* AT  
THE APARTMENT  
AFTER I SHOWER.

\*THAT'S *SINGLE LENS REFLEX* CAMERA--J.S.



GREAT! I'LL SEE WHAT I  
CAN DO ABOUT RESERVING  
A VAN AND RECRUITING  
SOME HELP.

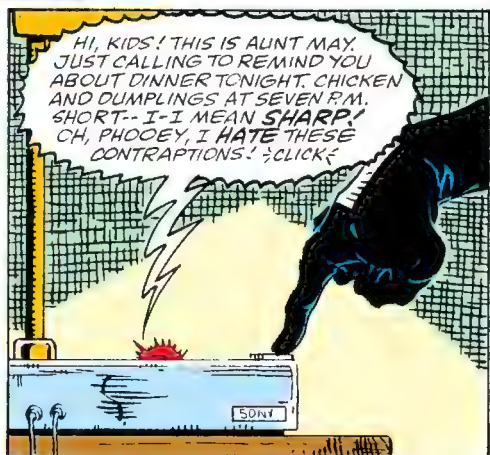
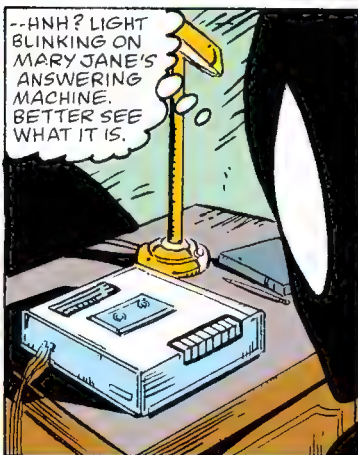
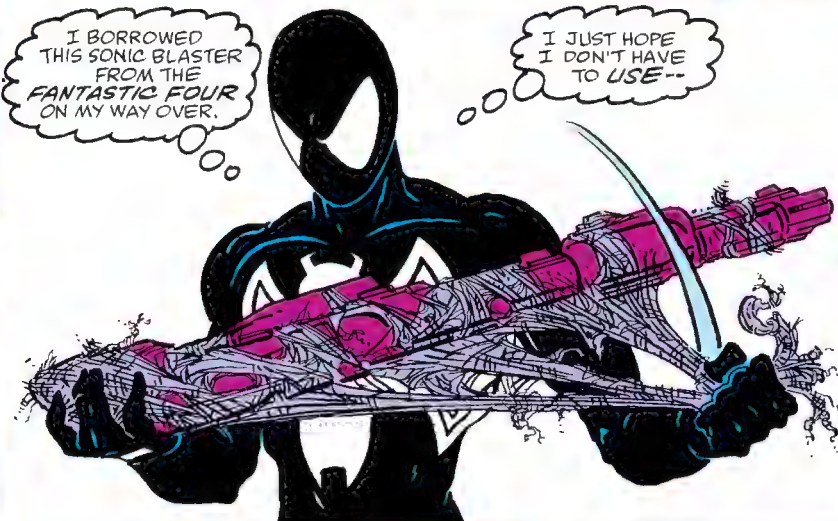
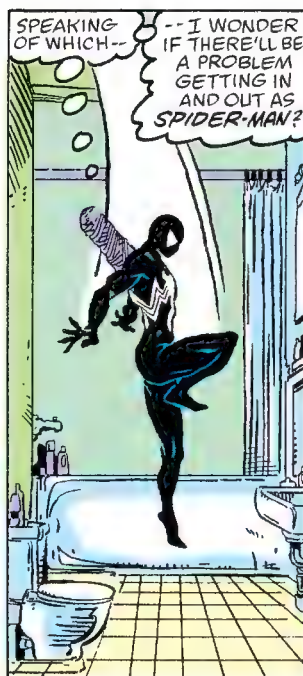
LOOKS LIKE THIS IS WORKING  
OUT. MY TRIP TO THE APARTMENT  
WILL MAKE A PERFECT COVER--



"--FOR THE  
OTHER  
ERRAND I  
HAVE TO RUN!"

GOOD OL'  
CHELSEA  
STREET!







>HEH< AUNT MAY WILL GET SUCH A KICK WHEN SHE HEARS ABOUT THE FANCY WEST-SIDE CONDO I'M MOVING INTO. QUITE A STEP UP FROM THIS PLACE!



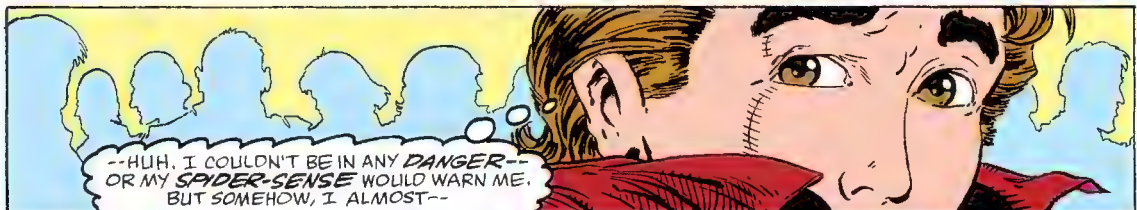
'COURSE, WHEN YOU COME RIGHT DOWN TO IT, I'M GOING TO *MISS* LIVING HERE, SURE, IT'S A DUMP BUT FOR THE LAST FEW YEARS--

--IT'S BEEN *MY* DUMP! OH, WELL...

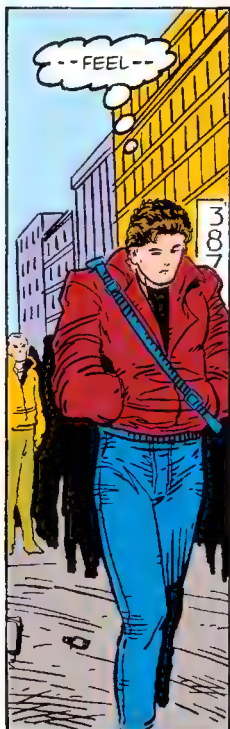


SOON...

DON'T KNOW HOW MANY PICS MJ WANTS. I'VE GOT 36 EXPOSURES OF ZOO DX IN MY CAMERA. I HOPE THAT'S--



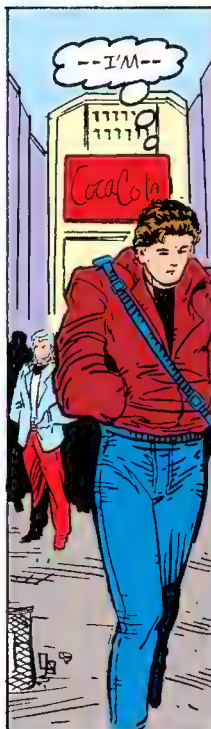
--HUH. I COULDN'T BE IN ANY DANGER-- OR MY *SPIDER-SENSE* WOULD WARN ME. BUT SOMEHOW, I ALMOST--



---FEEL---



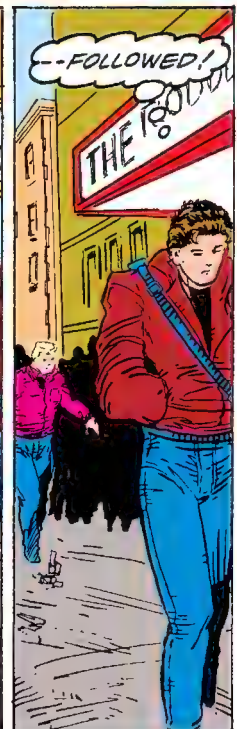
---LIKE---



---I'M---

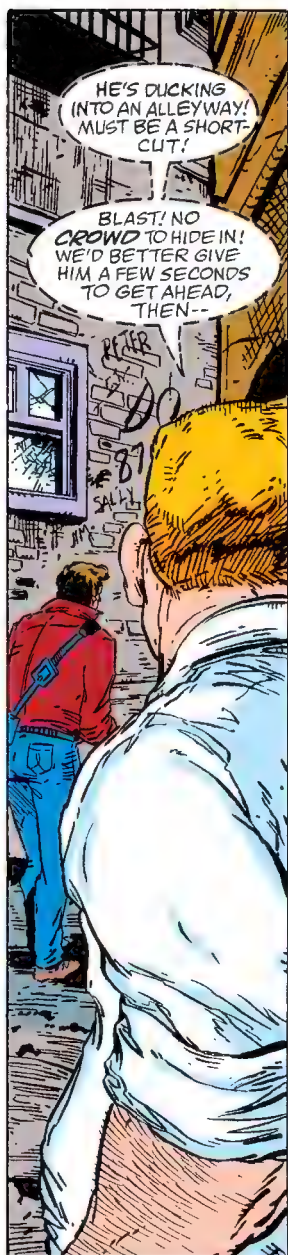


---BEING---

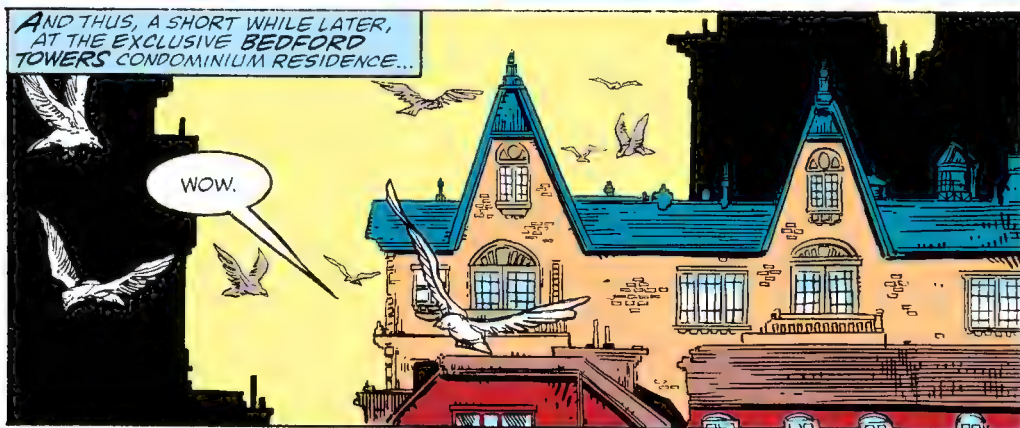


---FOLLOWED!--

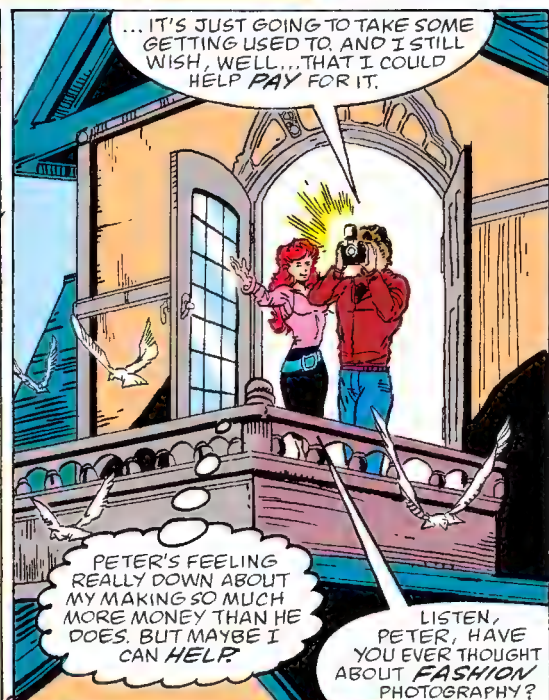
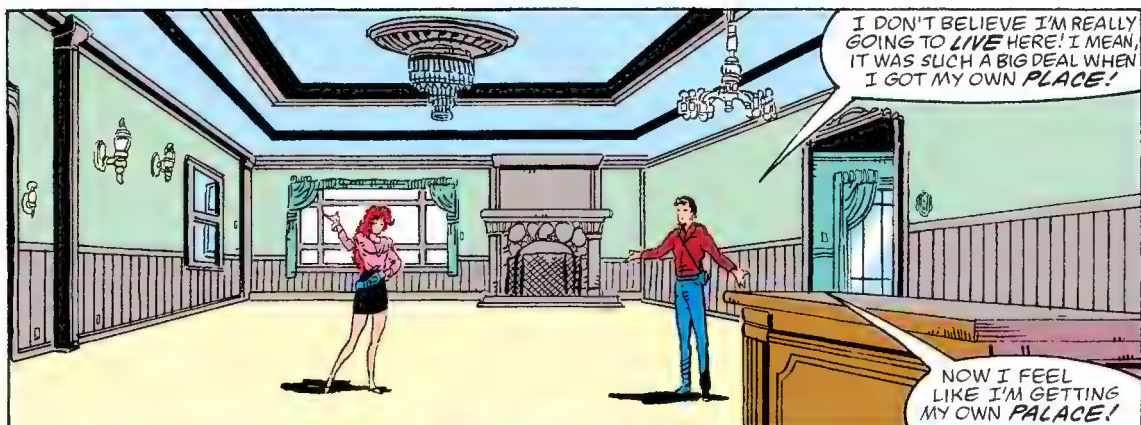




AND THUS, A SHORT WHILE LATER, AT THE EXCLUSIVE BEDFORD TOWERS CONDOMINIUM RESIDENCE...





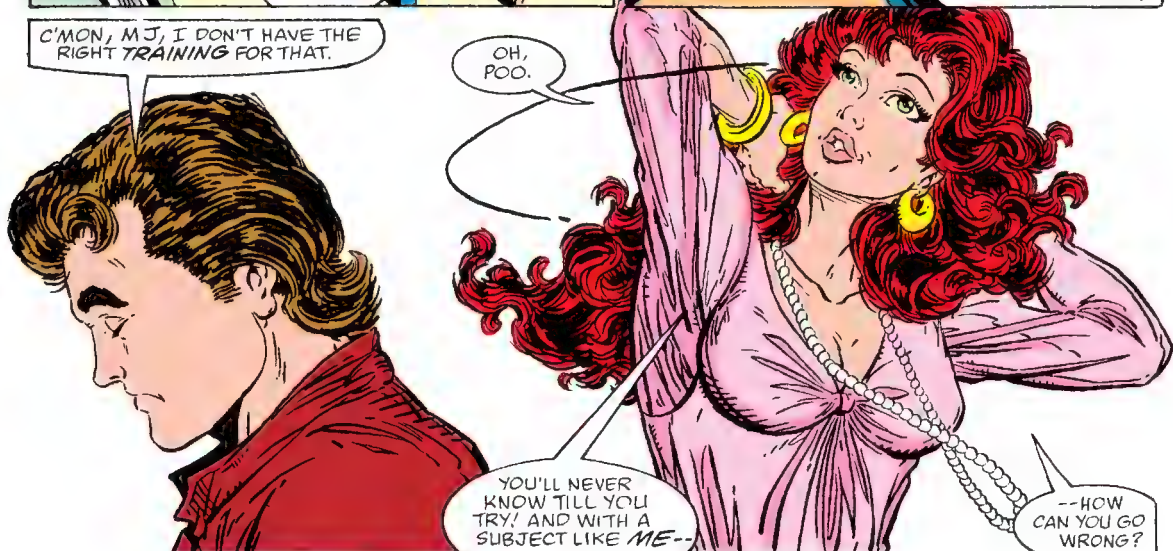


C'MON, M J, I DON'T HAVE THE RIGHT TRAINING FOR THAT.

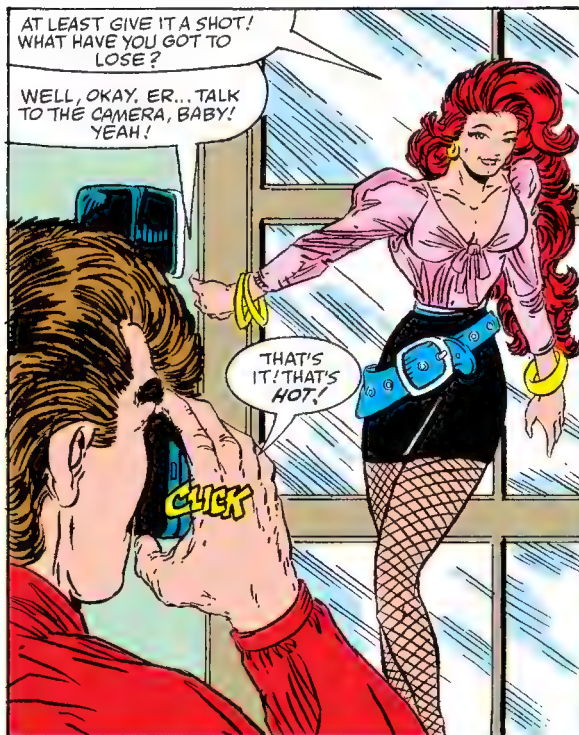
OH, POO.

YOU'LL NEVER KNOW TILL YOU TRY! AND WITH A SUBJECT LIKE ME--

--HOW CAN YOU GO WRONG?







AT LEAST GIVE IT A SHOT!  
WHAT HAVE YOU GOT TO  
LOSE?

WELL, OKAY. ER... TALK  
TO THE CAMERA, BABY!  
YEAH!

THAT'S  
IT! THAT'S  
HOT!

CLICK



NOW, UM, MAKE ME WANT  
YOU! GET IT ON! ALL RIGHT!

THINK  
"COSMO"!  
THINK--

CLICK  
CLICK

--UH,  
SHOULDN'T WE  
HAVE A WIND  
MACHINE OR  
SOMETHING?

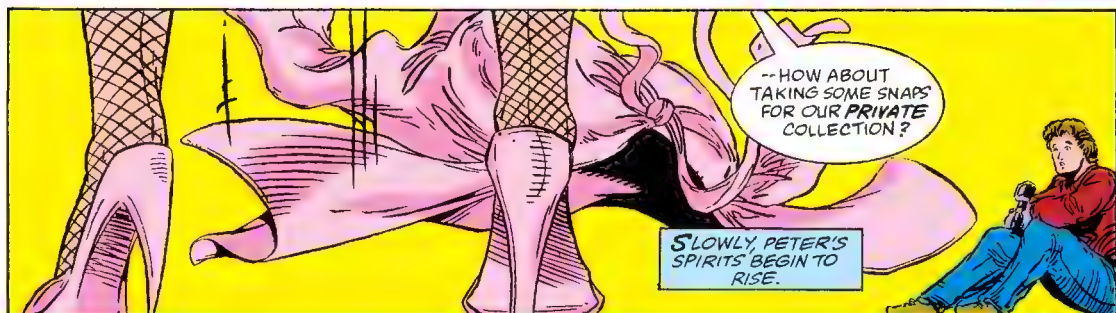


AW, HECK.  
I'M NOT CUT  
OUT FOR THIS.  
I JUST FEEL  
SILLY.

IT'S  
HOPELESS.

UH-OH. PETER'S  
GETTING EVEN  
MORE DEPRESSED!  
GOT TO DO SOME-  
THING TO PERK  
HIM UP!

IN THAT CASE,  
MAN O' MINE--



--HOW ABOUT  
TAKING SOME SNAPS  
FOR OUR PRIVATE  
COLLECTION?

SLOWLY, PETER'S  
SPIRITS BEGIN TO  
RISE.



AND THAT EVENING, AT THE QUEEN'S COUNTY BOARDING HOUSE OWNED AND RUN BY MAY PARKER...

MY, YOU YOUNGSTERS CERTAINLY LOOK HEALTHY! MARRIAGE MUST AGREE WITH YOU!

APPARENTLY IT DOES, MAY. THAT NEPHEW OF YOURS HAS BEEN IGNORING YOU EVEN MORE THAN BEFORE HE GOT HITCHED!

NOW YOU HUSH, NATHAN LUBENSKY! THE CHILDREN HAVE LIVES OF THEIR OWN TO LEAD!

I HOPE YOU'LL FORGIVE MY LITTLE ~~HAHEM~~ TIRADE. I'D BETTER GO PUT THESE DISHES IN TO SOAK.

OH, NO, DEAR! YOU STAY WITH PETER, WHERE YOU BELONG.

I'LL HELP.

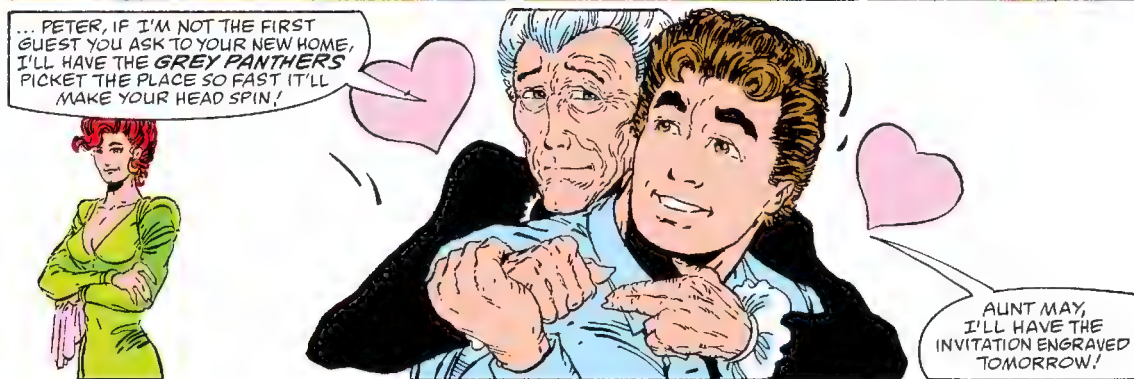
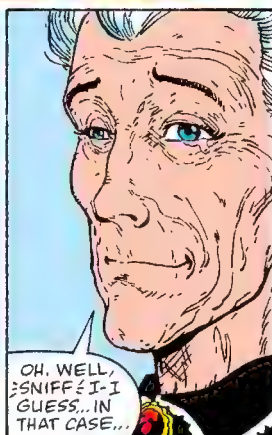
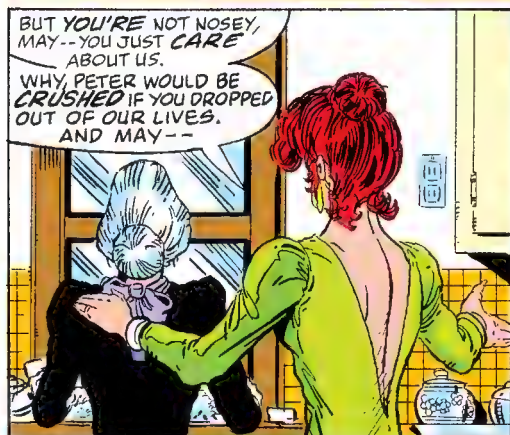
BACK IN A SEC, HON.

UH-HUH.

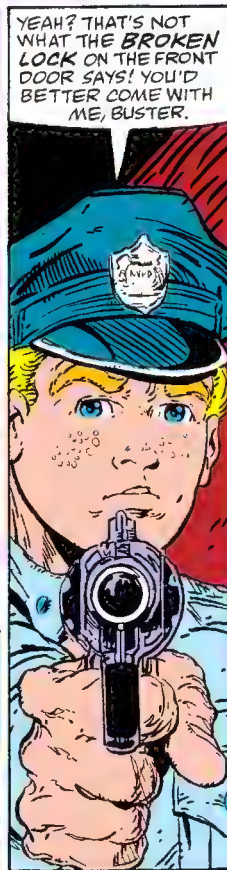
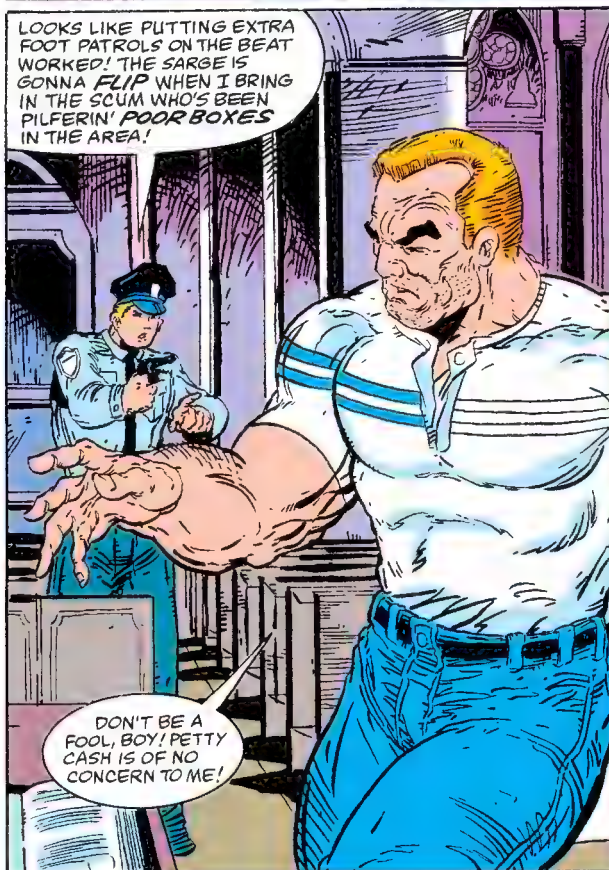
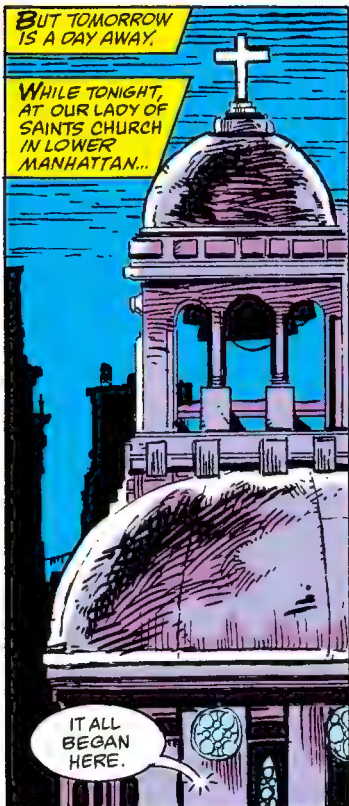
YEAH, THAT WAS THE YEAR LUCKY LINDY HIMSELF CAME INTO MY SHOP. I REMEMBER--



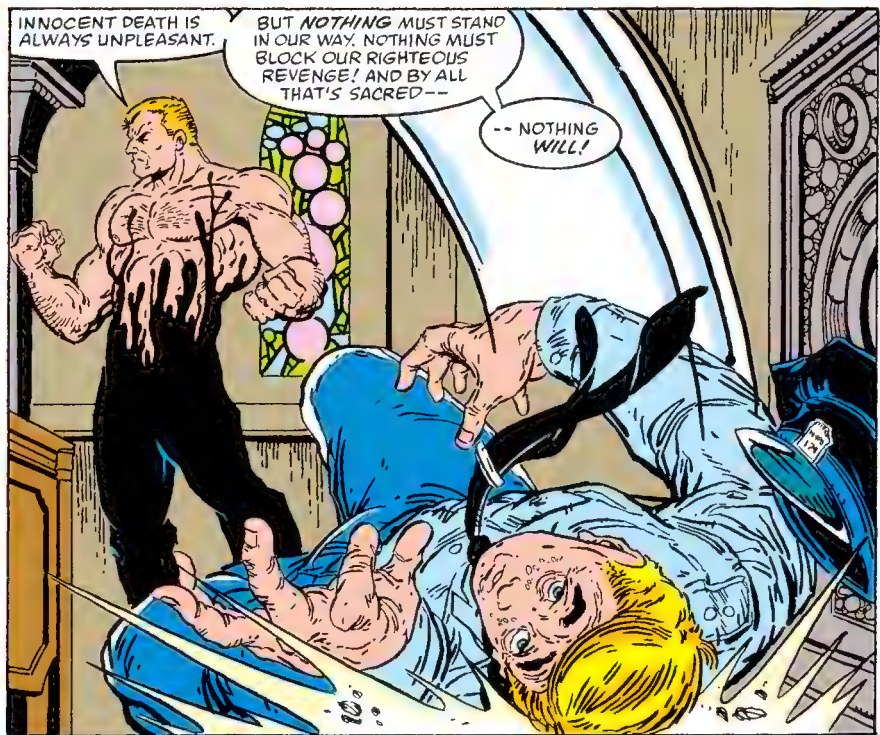
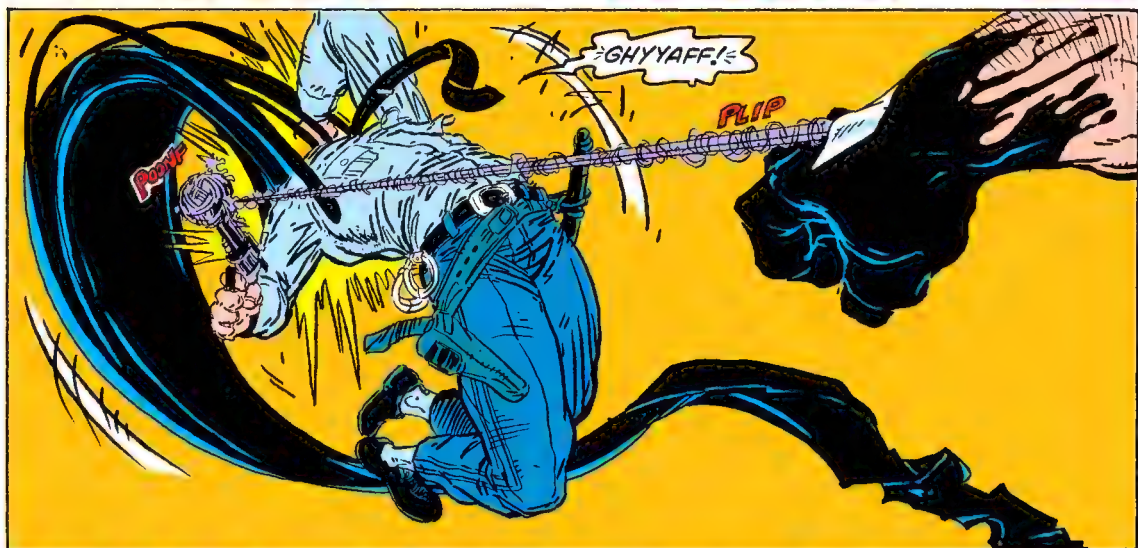
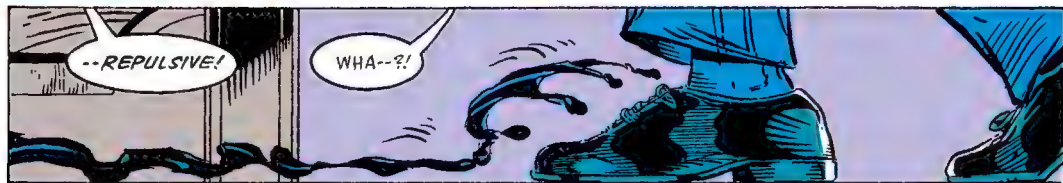








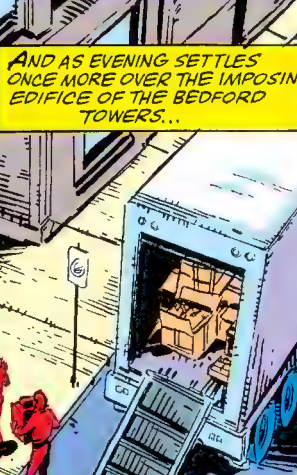






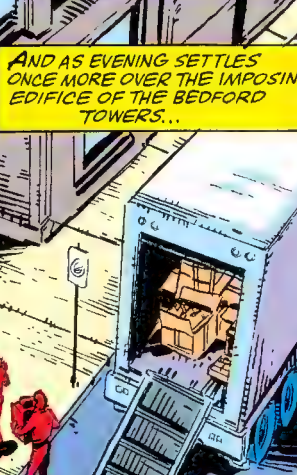
**A DAY PASSES, THE YOUNG POLICE-MAN'S BODY IS NOT FOUND.**

**AND AS EVENING SETTLES  
ONCE MORE OVER THE IMPOSING  
EDIFICE OF THE BEDFORD  
TOWERS...**



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TOWERS...**



SORRY THIS MOVE IS SO LATE, FOLKS. ON SUCH SHORT NOTICE, I COULDN'T GET A VAN ANY EARLIER.

NO PROBLEM, M.J.

WHOA! THAT RED-HEADED GUY'S HAIRDO IS RADICAL!

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NO PROBLEM, M.J.

WHOA! THAT RED-HEADED GUY'S HAIRDO IS RADICAL!

DARN! I'M MISSING THE **NETS** GAME! THAT MAKES ME **MAD!**

WHO **ARE** THESE PEOPLE?

I **RAN** OUT OF **YOUR** FRIENDS, PETER, SO I CALLED IN SOME OF **MINE!**

DO HURRY WITH THOSE BOXES, JEEVES. WATCHING YOU CARRY THEM IS POSITELY **EXHAUSTING!**

VERY GOOD, SIR!

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VERY GOOD, SIR!

WOW! THERE'RE PETE'S OLD NEIGHBORS-- CANDI, RANDI, AND BAMBI!

MAN, IF I HAD *THEM* LIVING NEXT DOOR, I'D *NEVER* MOVE--

WOW! THERE'RE PETE'S OLD NEIGHBORS-- CANDI, RANDI, AND BAMBI!

MAN, IF I HAD *THEM* LIVING NEXT DOOR, I'D *NEVER* MOVE--

HEY!

WATCH IT!

EASY, BOYS. DON'T HURT YOURSELVES.

HEY!

WATCH IT!

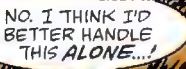
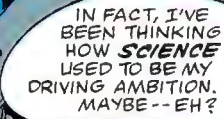
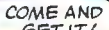
EASY, BOYS. DON'T HURT YOURSELVES.

HEY!

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EASY, BOYS. DON'T HURT YOURSELVES.







THREE MINUTES LATER, OVER  
THE SOUTH BRONX...

THAT CREEP MUST'VE  
CHECKED CHELSEA STREET  
AND FOUND I WASN'T  
THERE ANYMORE! NOW  
HE'S *LOOKING* FOR  
ME!

AND I COULDN'T  
TAKE A CHANCE ON HIM  
FINDING ME WITH ALL  
MY FRIENDS AROUND!

I JUST HOPE HE  
HASN'T GOTTEN SO  
FAR AHEAD THAT--

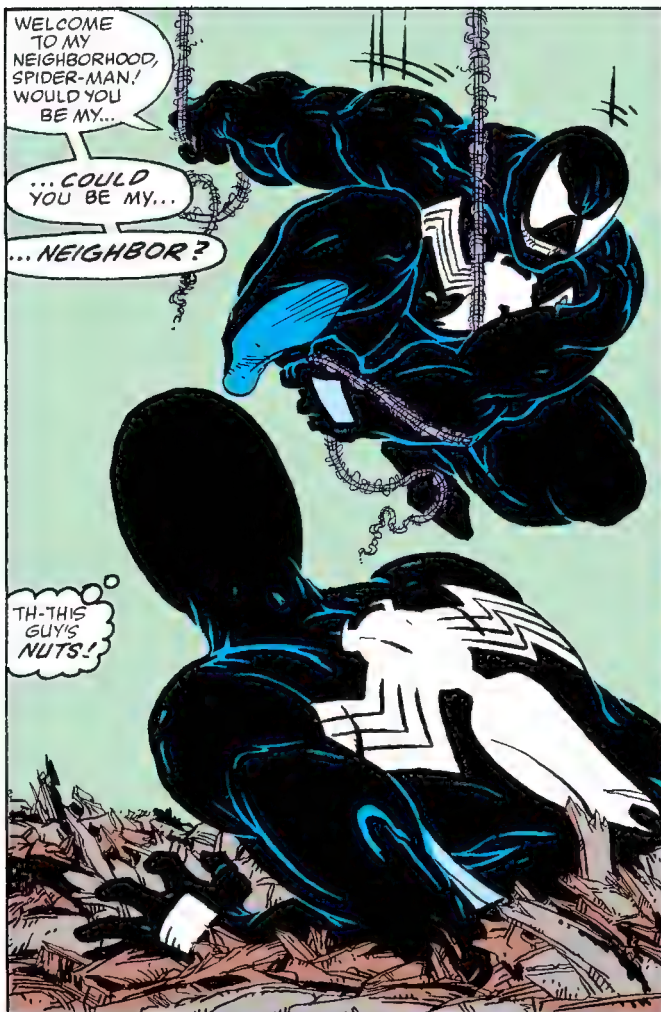
--BINGO! CRAWLING INTO  
THAT ABANDONED BUILDING!

I'LL JUST FOLLOW,  
SCOPE OUT THE SITUATION,  
THEN TAKE HIM BY SURPRISE!  
AFTER ALL--

--MY SPIDER-  
SENSE WILL  
WARN ME IF  
THERE'S ANY  
DANGER!

**WON!**





WELCOME  
TO MY  
NEIGHBORHOOD,  
SPIDER-MAN!  
WOULD YOU  
BE MY...

...COULD  
YOU BE MY...  
...NEIGHBOR?

TH-THIS  
GUY'S  
NUTS!

BUT THAT  
COSTUME--GIVING  
ME THE SHIVERS!  
GOT TO BE  
THE ALIEN!

HAVE  
TO STALL,  
REACH THE  
BLASTER!

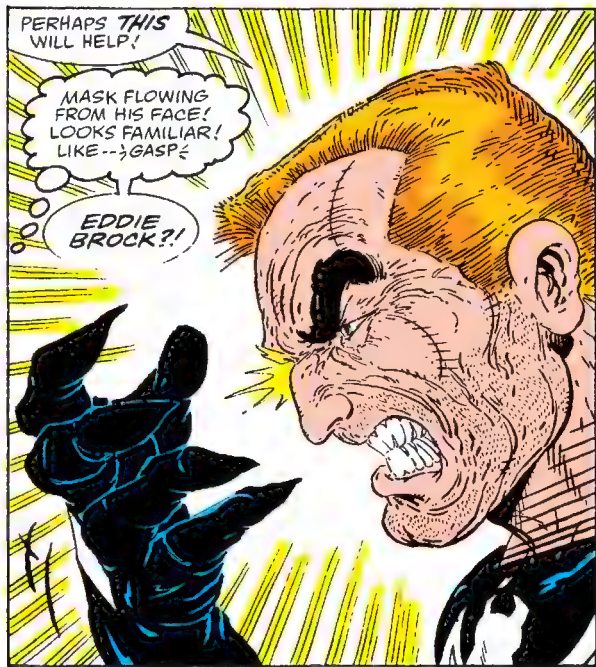


WH-  
WHO  
ARE YOU?

YOU MAY CALL ME  
**VENOM**--FOR  
THAT'S WHAT I'M  
PAID TO SPEW OUT  
THESE DAYS! I'M  
YOUR **VICTIM**,  
SPIDER-MAN--  
I'M THE INNOCENT  
YOU **RUINED**!



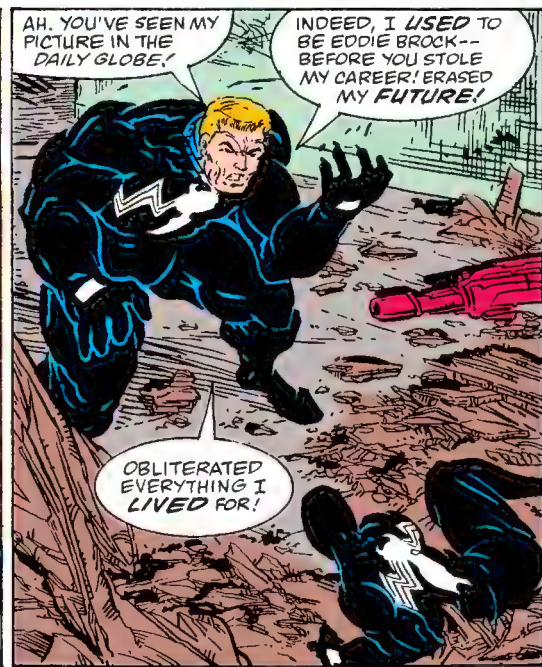
BUT I STILL  
DON'T KNOW  
**WHO--**



PERHAPS **THIS**  
WILL HELP!

MASK FLOWING  
FROM HIS FACE!  
LOOKS FAMILIAR!  
LIKE--GASP--

**EDDIE  
BROCK?!**



AH, YOU'VE SEEN MY  
PICTURE IN THE  
**DAILY GLOBE**!

OBLITERATED  
EVERYTHING I  
LIVED FOR!

INDEED, I **USED** TO  
BE **EDDIE BROCK**--  
BEFORE YOU STOLE  
MY CAREER! ERASED  
MY **FUTURE**!

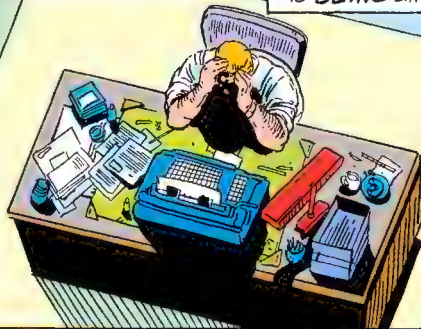


MY COLUMN IN  
THE DAILY GLOBE  
WAS READ BY  
MILLIONS!

I WAS A SOLID  
REPORTER, A  
RESPECTED MEMBER  
OF THE FOURTH  
ESTATE!

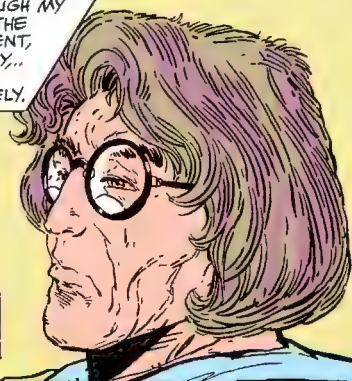
"AT LEAST I WAS WHEN I  
BEGAN WRITING A SERIES  
OF ARTICLES ON THE 'SIN-  
EATER' 'MURDERS' A  
FEW MONTHS BACK.

"IT WAS PARTLY BECAUSE  
OF THOSE ARTICLES  
THAT I WAS CONTACTED  
BY A MR. EMIL GREGG,  
A MAN WHO CONFESSED  
TO **BEING SIN-EATER!**



"PROTECTING MR. GREGG'S  
IDENTITY THROUGH MY  
RIGHTS UNDER THE  
FIRST AMENDMENT,  
I TOLD HIS STORY...  
INCISIVELY,  
COMPASSIONATELY.

"THE GLOBE'S  
CIRCULATION  
SOARED.



"BUT **PRESSURE** ALSO MOUNTED. THE POLICE INSISTED  
THAT I REVEAL MY SOURCE, SO THAT THEY COULD  
**STOP** THE MURDER SPREE. UNDER ADVICE OF  
COUNSEL, I FINALLY WROTE MY MASTERPIECE,  
ANNOUNCING GREGG AS THE SIN-EATER.\*



"IT WAS A  
SENSATION--

\*THESE EVENTS OCCURRED BETWEEN THE LINES DURING  
SPECTACULAR SPIDER-MAN#107-110.-- J.S.

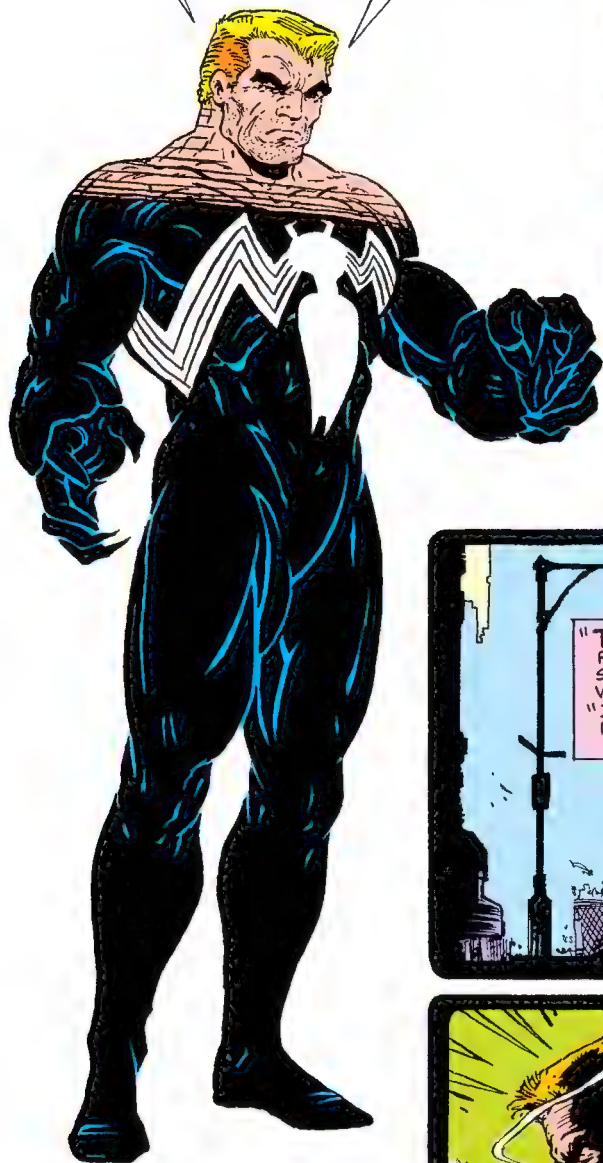


THAT'S IT...  
KEEP  
TALKING!



-- FOR ABOUT  
AN HOUR-AND-  
A-HALF!

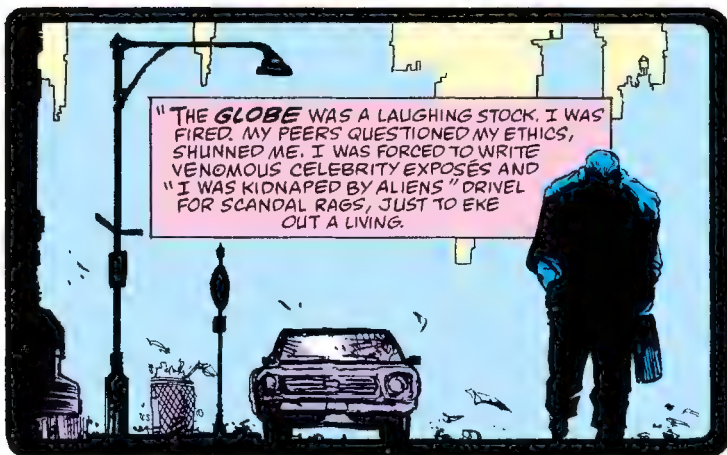
THAT WAS HOW LONG  
IT WAS BEFORE *YOU*  
REVEALED WHO THE  
*REAL* SIN- EATER  
WAS!



"SOON, THE WHOLE CITY KNEW THAT SIN- EATER  
WAS ACTUALLY POLICEMAN *STAN CARTER*--  
AND THAT MY STORY WAS BASED ON THE LURID  
RAMBLINGS OF A COMPULSIVE CONFESSOR!



"THE *GLOBE* WAS A LAUGHING STOCK. I WAS  
FIRED. MY PEERS QUESTIONED MY ETHICS,  
SHUNNED ME. I WAS FORCED TO WRITE  
VENOMOUS CELEBRITY EXPOSES AND  
"I WAS KIDNAPED BY ALIENS" DRIVEL  
FOR SCANDAL RAGS, JUST TO EKE  
OUT A LIVING.



"IF YOU HADN'T BUTTED IN, NO ONE  
WOULD HAVE KNOWN THAT *EMIL*  
*GREGG WASN'T* THE SIN- EATER

"PERHAPS CARTER WOULD  
HAVE BEEN SMART AND  
STOPPED HIS KILLINGS,  
KNOWING HE COULD GET  
OFF SCOT-FREE.



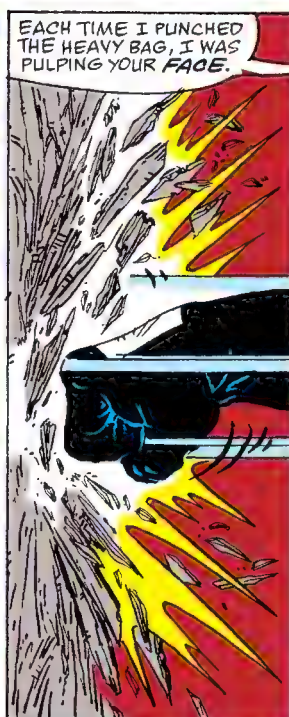
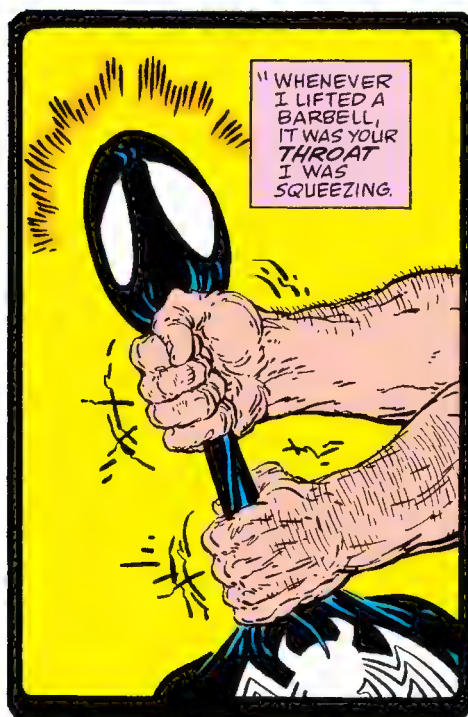
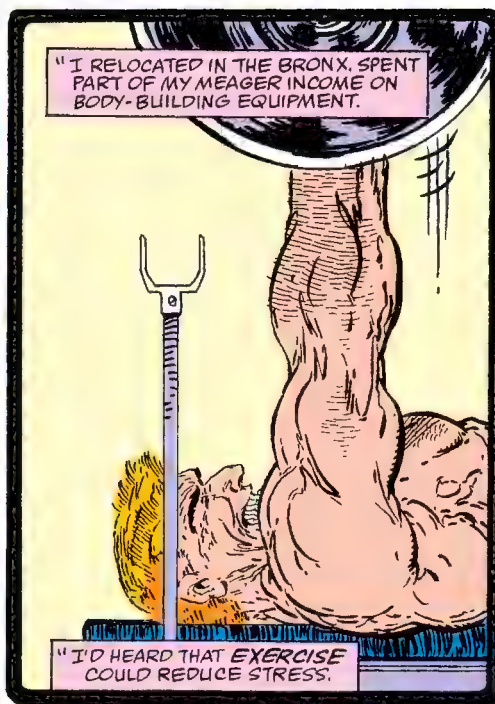
"PERHAPS--

...

JUST A LITTLE MORE...!









"-- AND I DECIDED TO END IT. **ALL**. BUT I WAS RAISED CATHOLIC, AND SUICIDE IS A **MORTAL SIN**. SO I WANDERED FROM CHURCH TO SHADOWED CHURCH, PRAYING FOR FORGIVENESS. THEN, AT OUR LADY OF SAINTS, SOMETHING... **ODD** HAPPENED.

"A **SHADOW MOVED**. CARESSSED ME.

"I WAS JOINED.

BUT THIS WAS A **SHADOW FILLED WITH LIGHT**. IT CLARIFIED MY ANGUISH, FOCUSED MY PURPOSE. ITS **HATRED** FOR YOU MATCHED MY OWN.

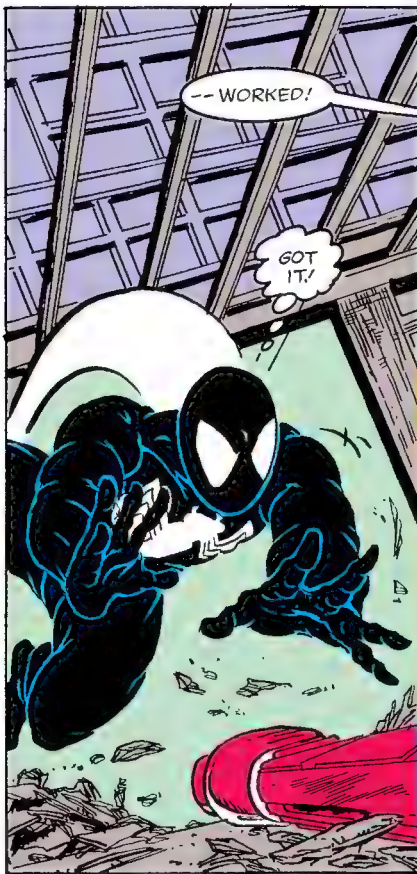
IT KNEW WHO YOU WERE, AND IT HAD POWER. OH, **SUCH POWER!**

WE FOUND THE WOMAN FIRST. LATER, WE FOUND YOUR EMPTY APARTMENT. YOU WERE RUNNING FROM US.

"BUT THE **SHADOW** KNEW YOU WELL, KNEW YOU'D **HAVE** TO LEARN WHO WE WERE. SO WE WENT 'TROLLING,' USING OURSELVES AS A LURE. AND APPARENTLY, THE **BAIT**--"

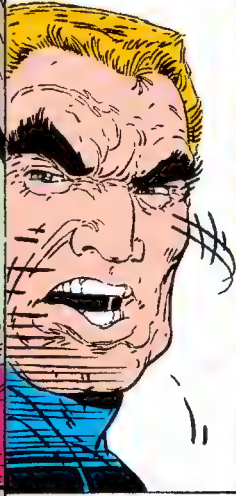
NOW!



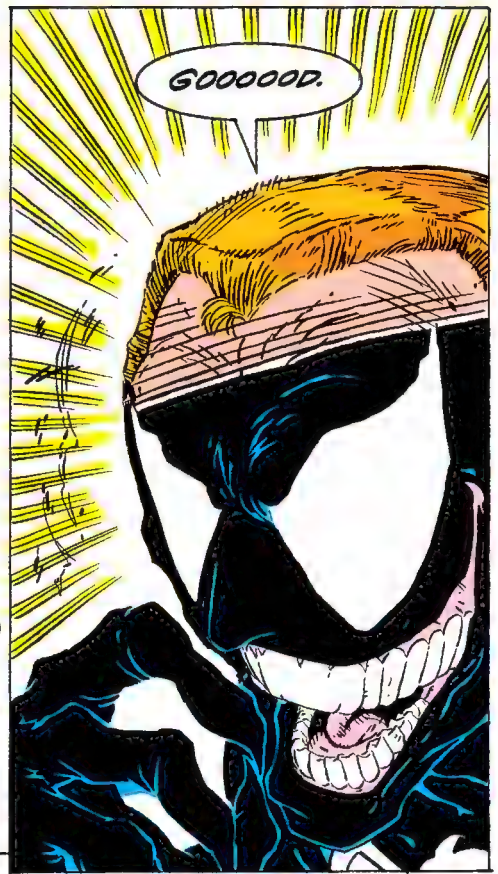


-- WORKED!

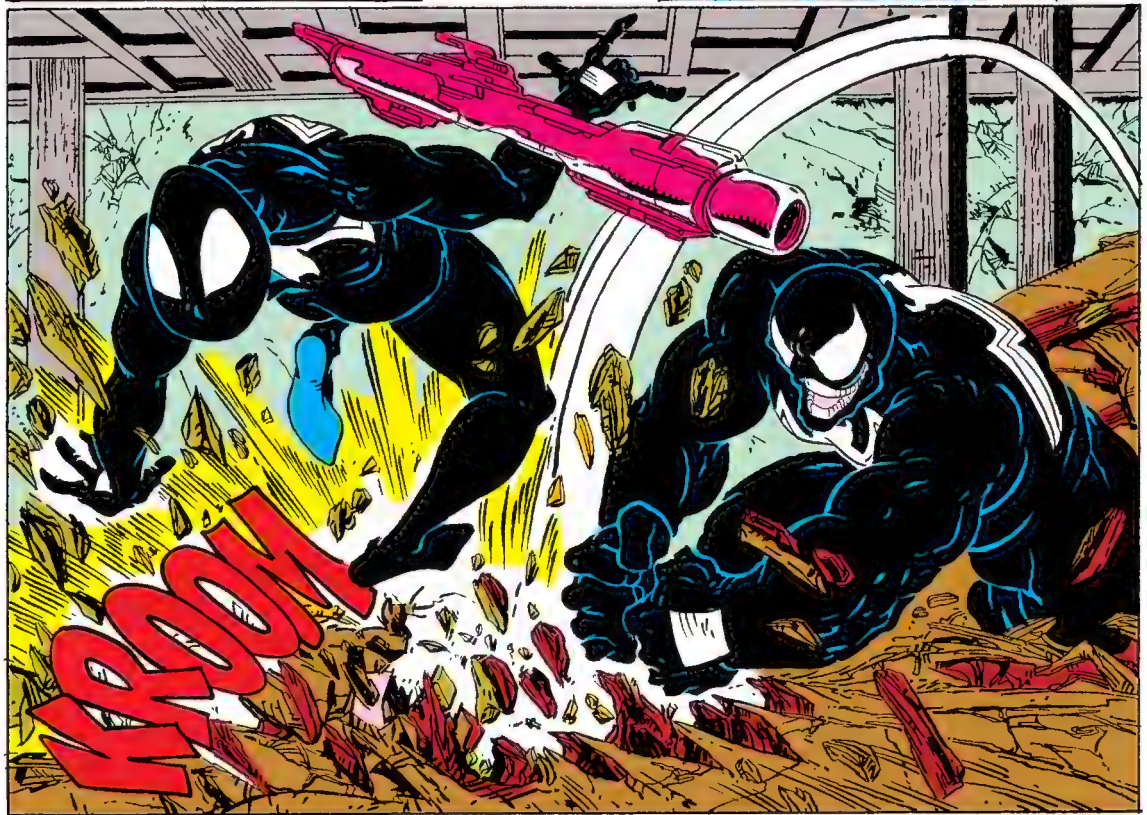
GOT IT!



LUNGING  
FOR YOUR  
WEAPON?  
TRYING TO  
FIGHT ME?!

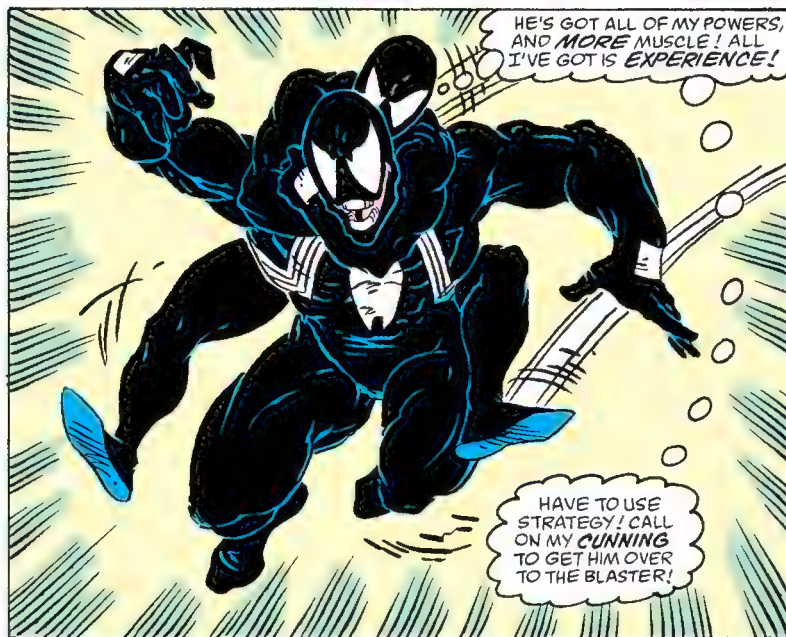
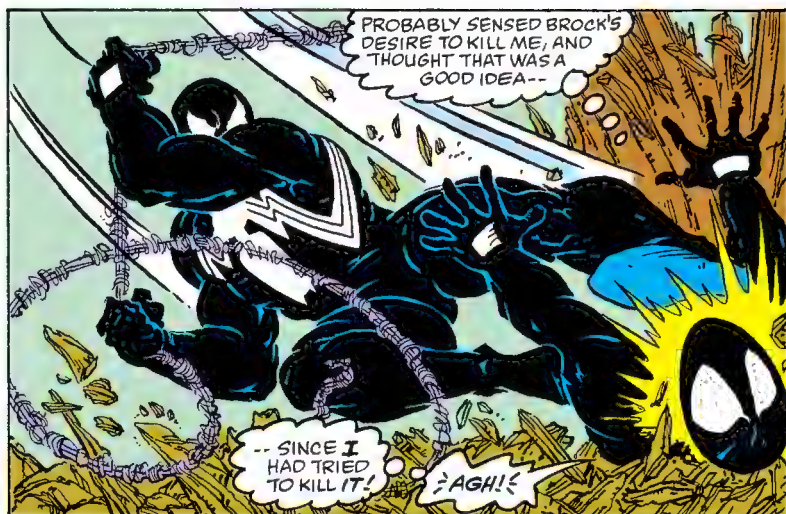
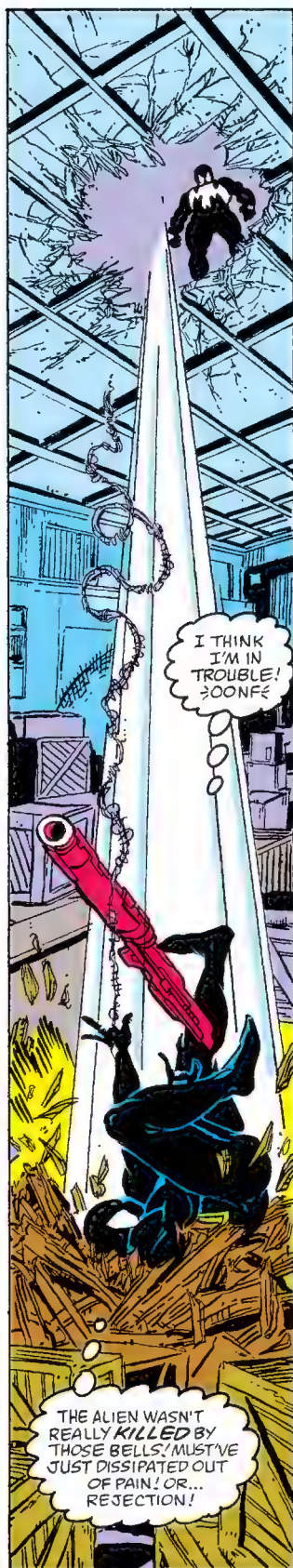


GOOOOOD.

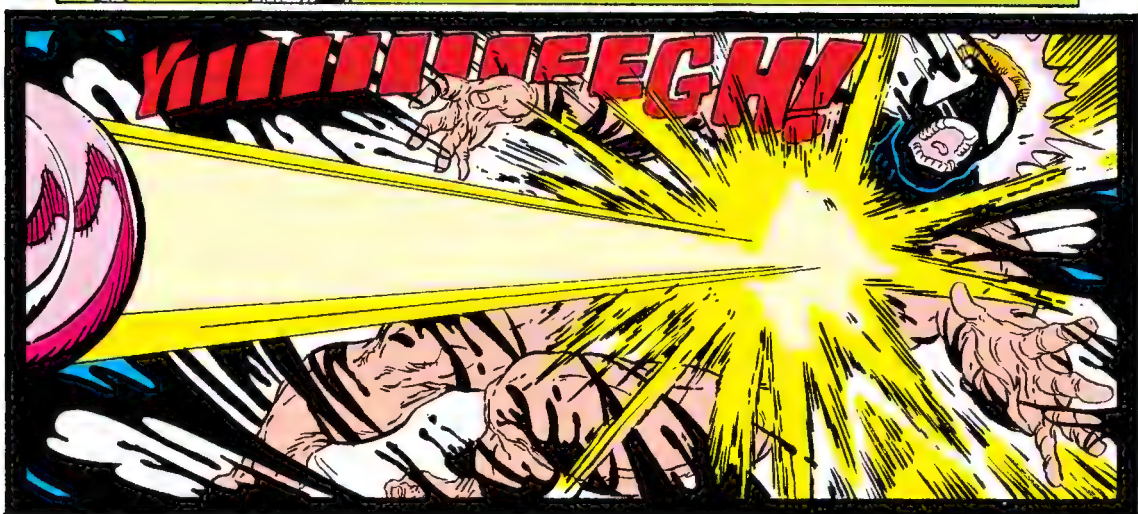
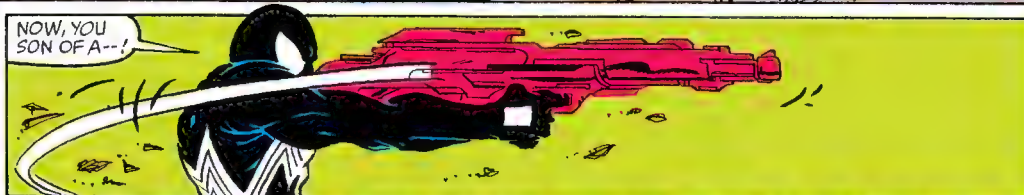
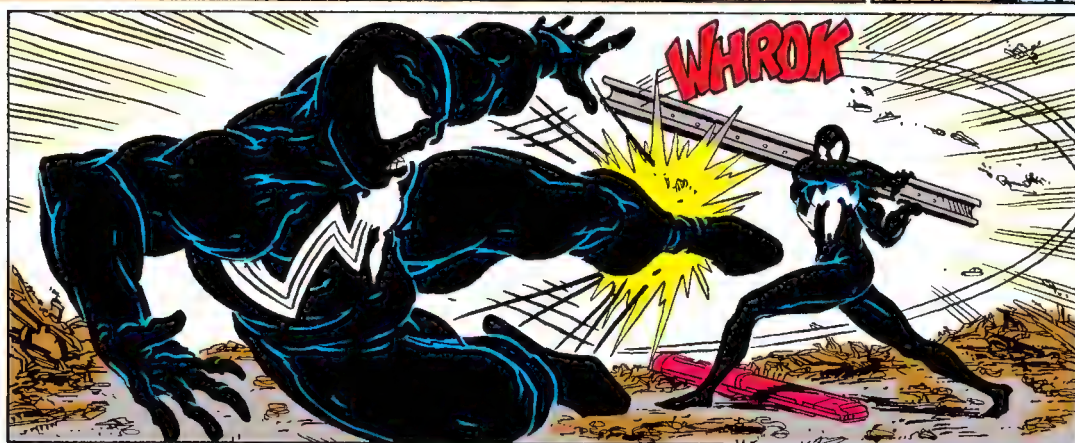
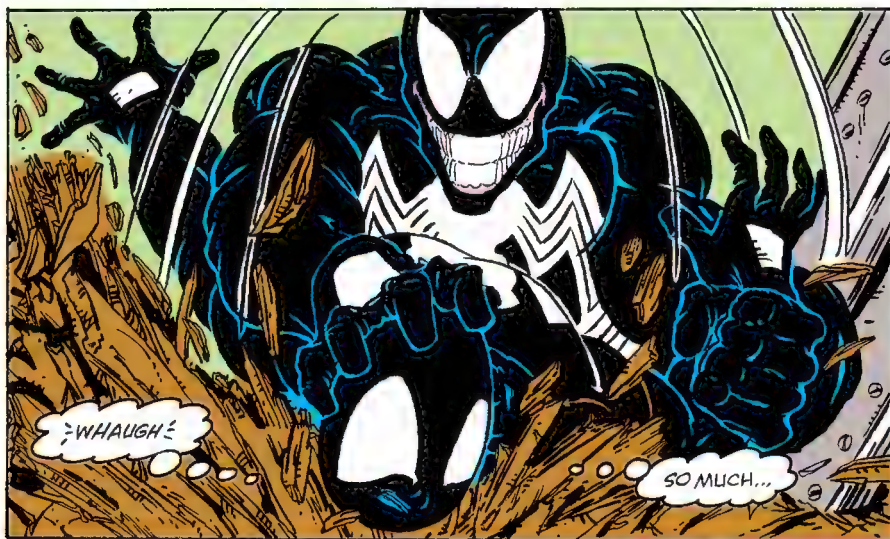


KROO!

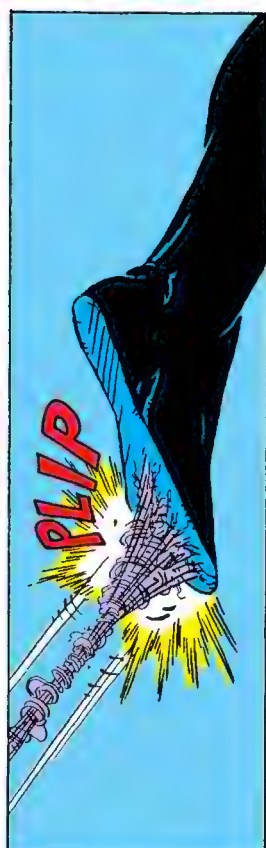
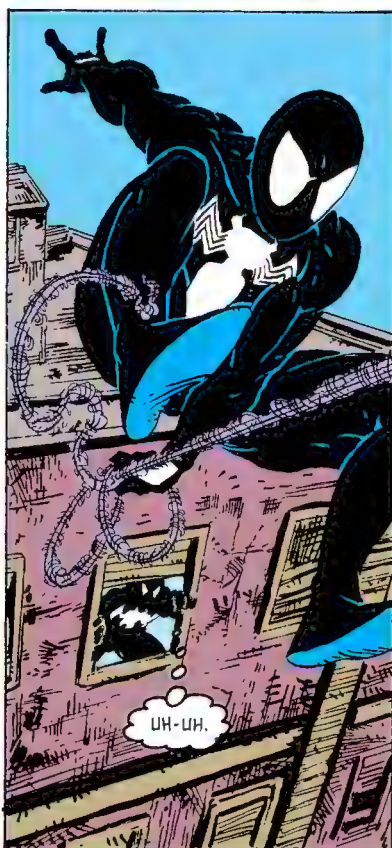
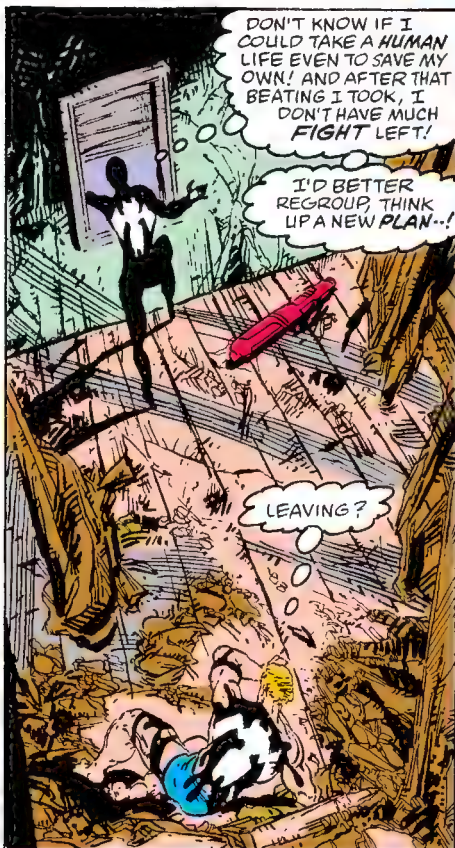
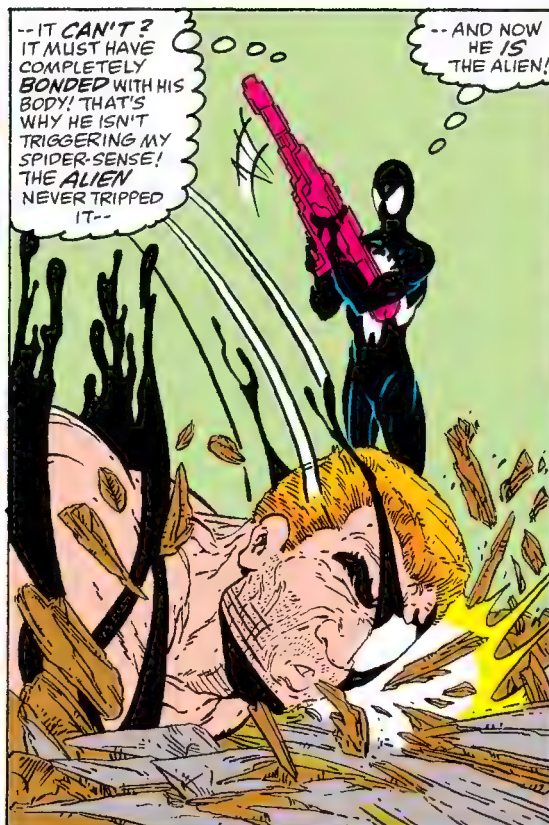
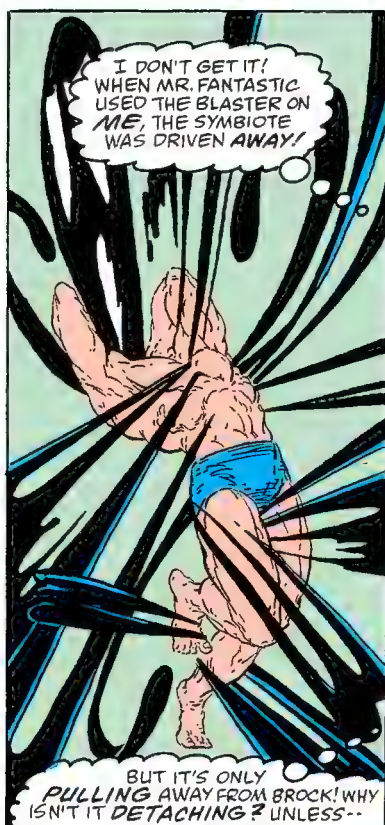




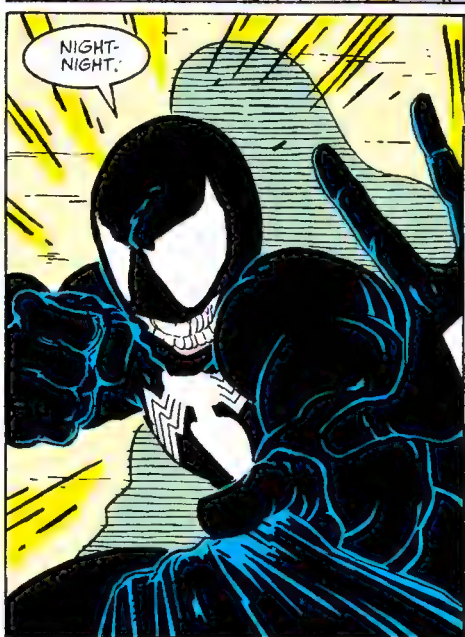
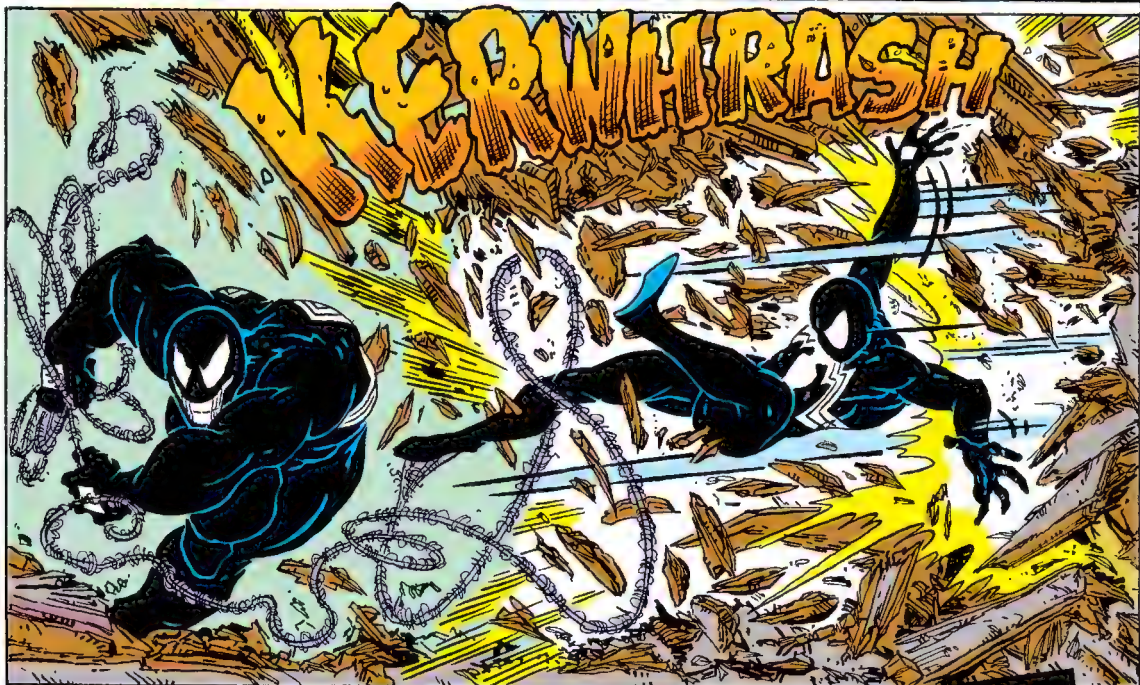
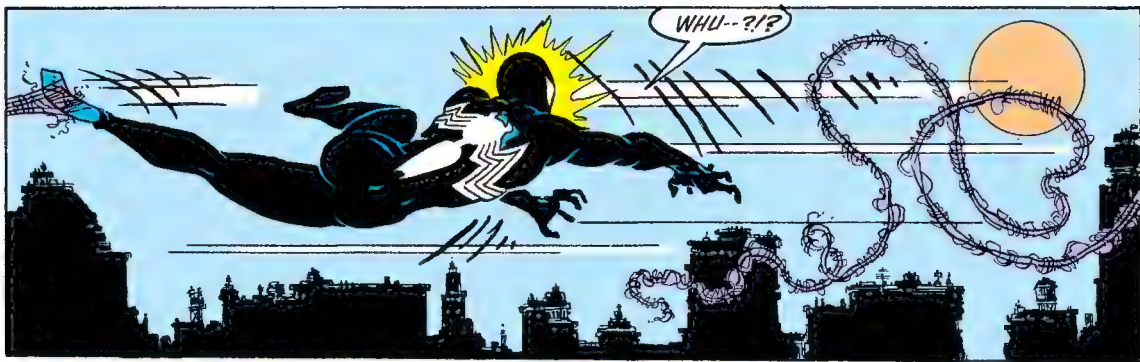








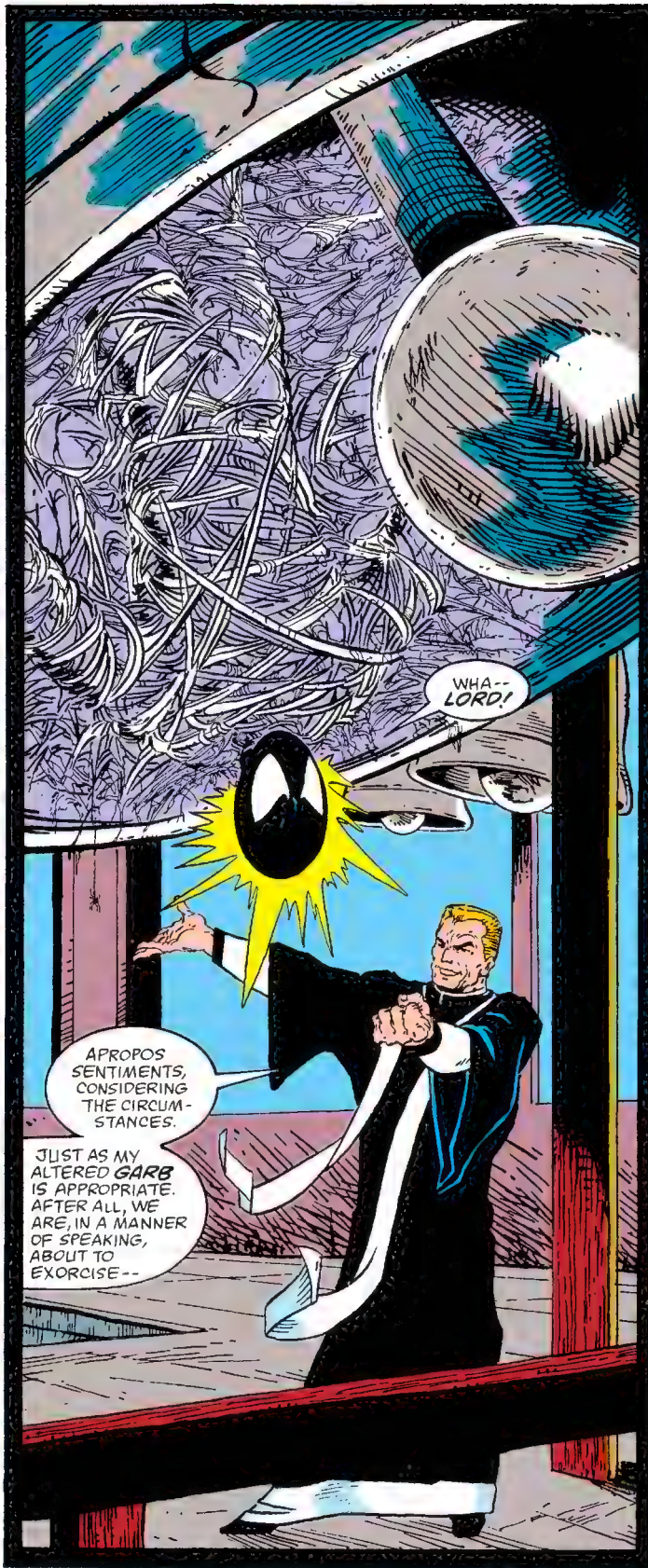




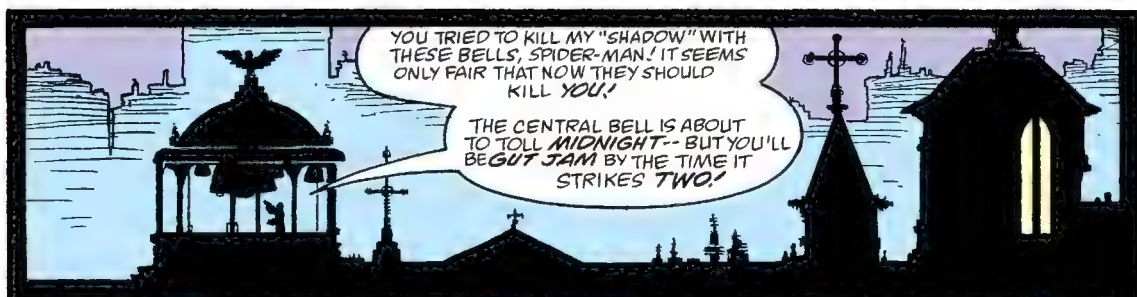




WELCOME BACK  
TO THE LAND OF THE  
LIVING, SPIDER-MAN!  
WHAT A PITY YOUR  
STAY WILL BE SUCH  
A *SHORT* ONE!



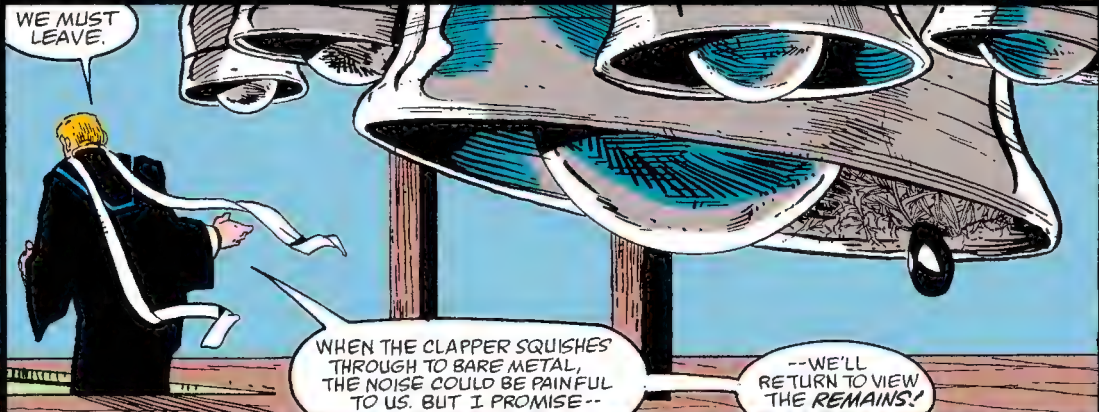




YOU TRIED TO KILL MY "SHADOW" WITH THESE BELLS, SPIDER-MAN! IT SEEMS ONLY FAIR THAT NOW THEY SHOULD KILL YOU!

THE CENTRAL BELL IS ABOUT TO TOLL *MIDNIGHT*-- BUT YOU'LL BEGUT JAM BY THE TIME IT STRIKES *TWO*!

WE MUST LEAVE.



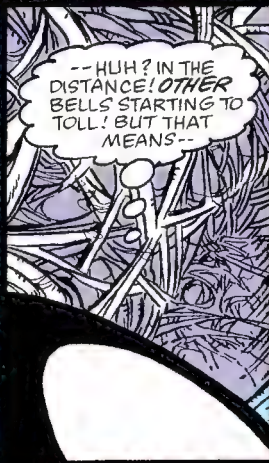
WHEN THE CLAPPER SQUISHES THROUGH TO BARE METAL, THE NOISE COULD BE PAINFUL TO US. BUT I PROMISE--

--WE'LL RETURN TO VIEW THE REMAINS!

VENOM'S WEBBINGS AS STRONG AS MINE! MUST'VE USED GALLONS OF IT TO WEB ME TO THIS BELL!



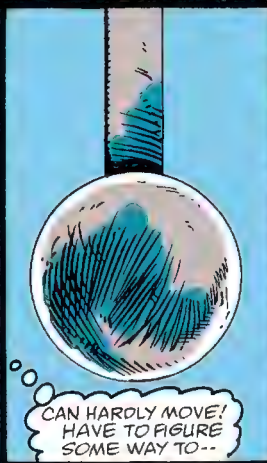
--HUH? IN THE DISTANCE! OTHER BELLS STARTING TO TOLL! BUT THAT MEANS--



--AW, GEEZ! CLAPPER'S PULLING BACK!



CAN HARDLY MOVE! HAVE TO FIGURE SOME WAY TO--



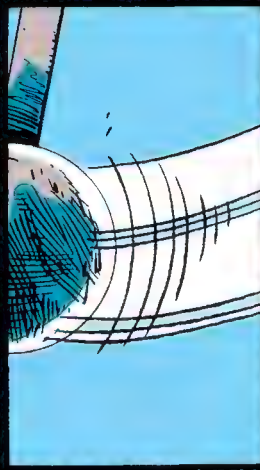
NO TIME TO BE FANCY! GOTTA USE BRUTE STRENGTH!



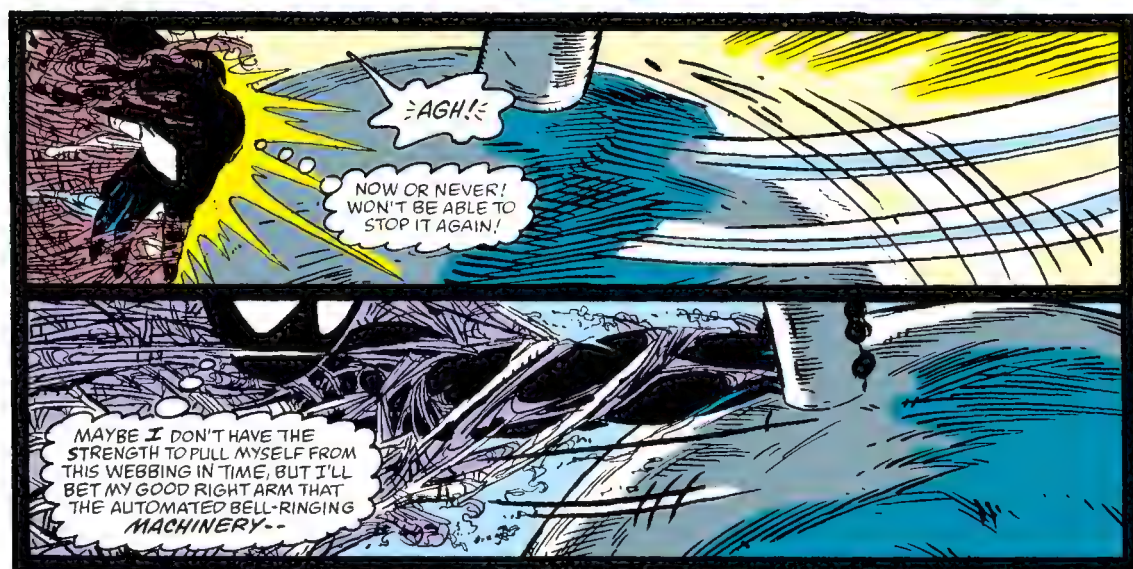
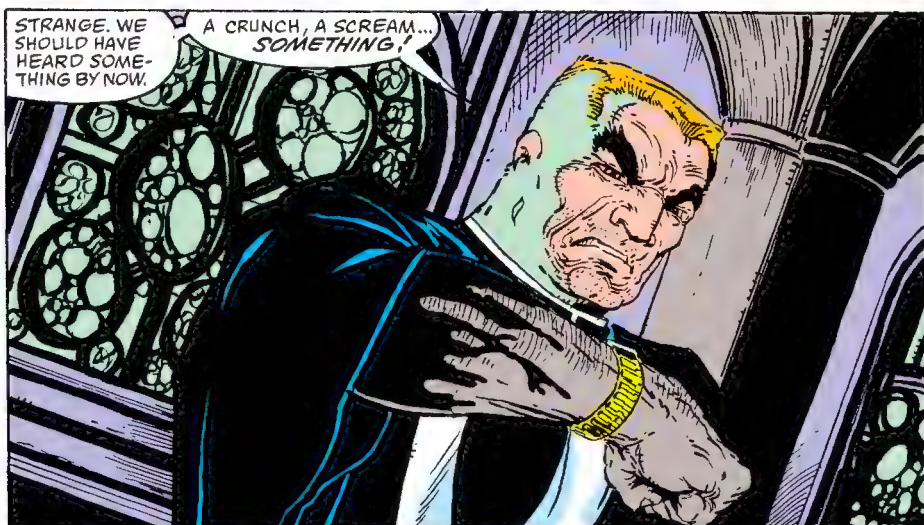
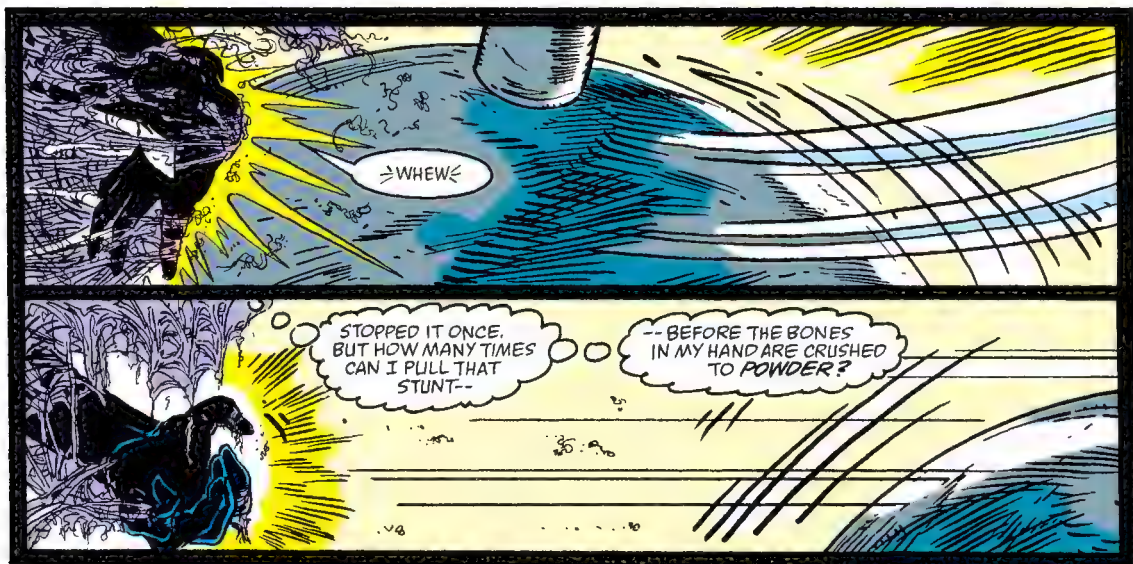
TRY TO LUNGE & PUSH ONE HAND THROUGH! L-LIKE TRYING... TO SCRATCH THROUGH... A CAST IRON GLOVE!



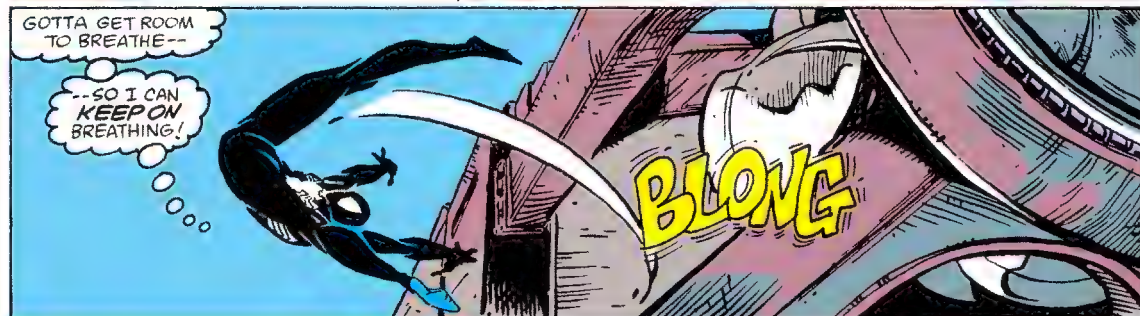
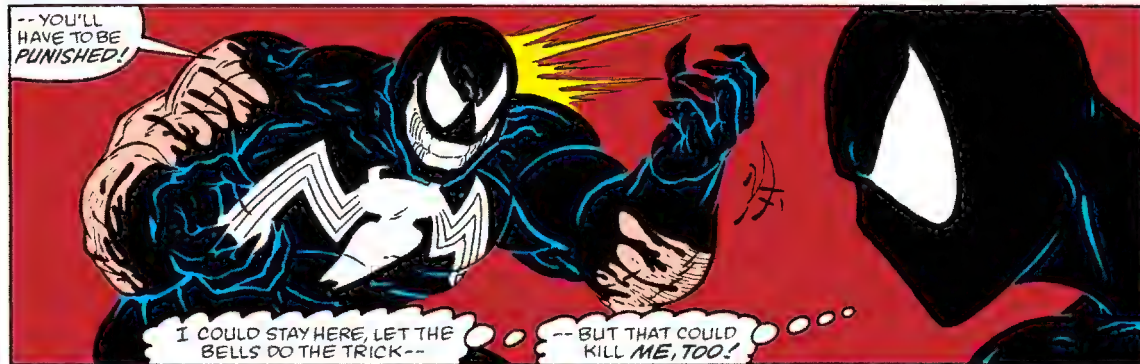
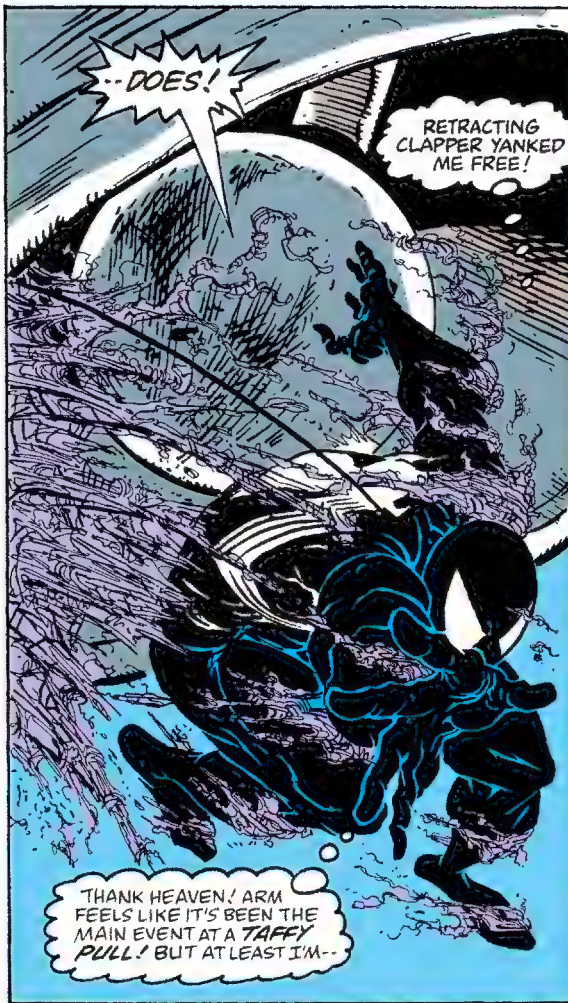
B-BUT... IT'S THE ONLY... CHANCE... I'VE--













THINK, SPIDEY! HOW CAN YOU FIGHT THIS GUY? HE HAS THE SAME POWERS AS YOU, THE SAME WEBBING, THE SAME-- WAIT! HE **DOESN'T** HAVE THE SAME WEBBING!

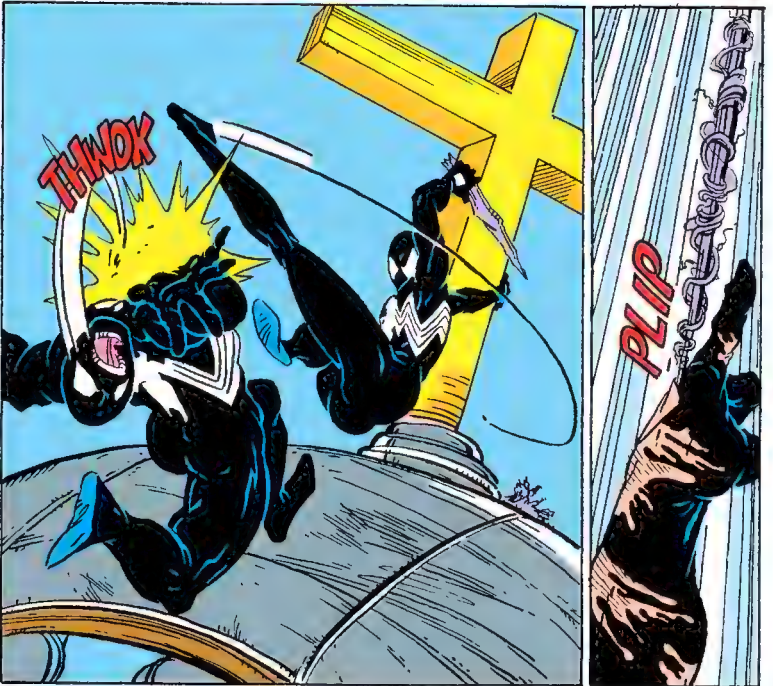
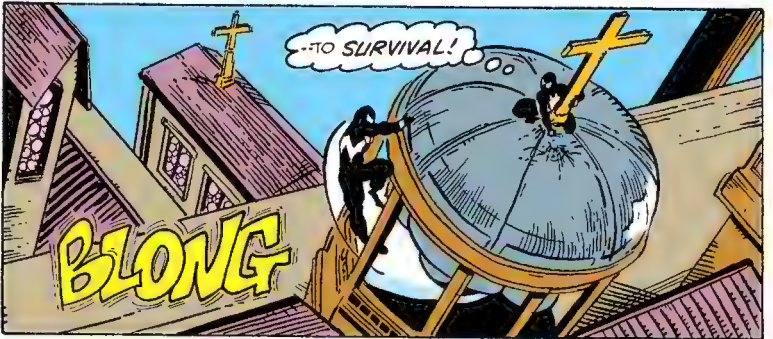


WHEN I WORE THE ALIEN SUIT, I NEVER NEEDED WEBBING CARTRIDGES! NEVER EVEN KNEW WHERE THE WEBBING CAME FROM!

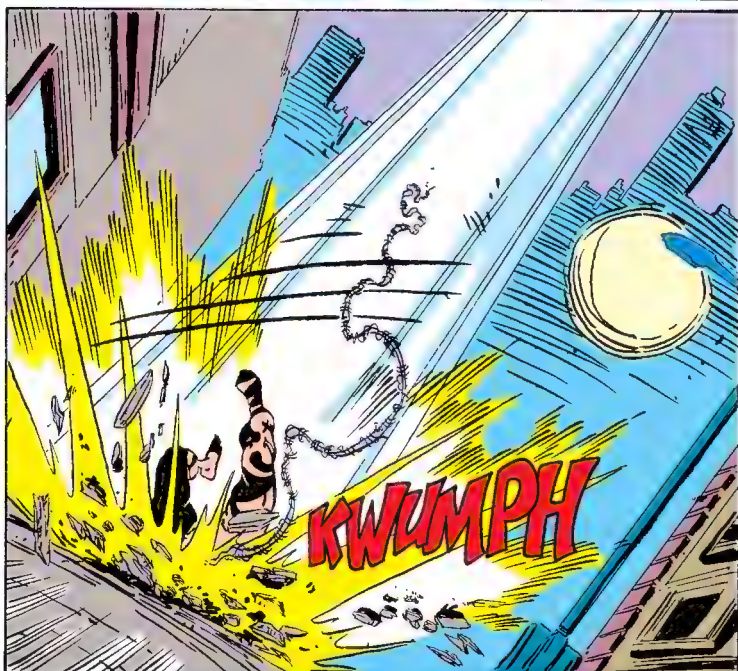
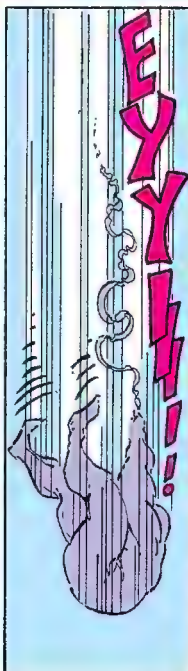
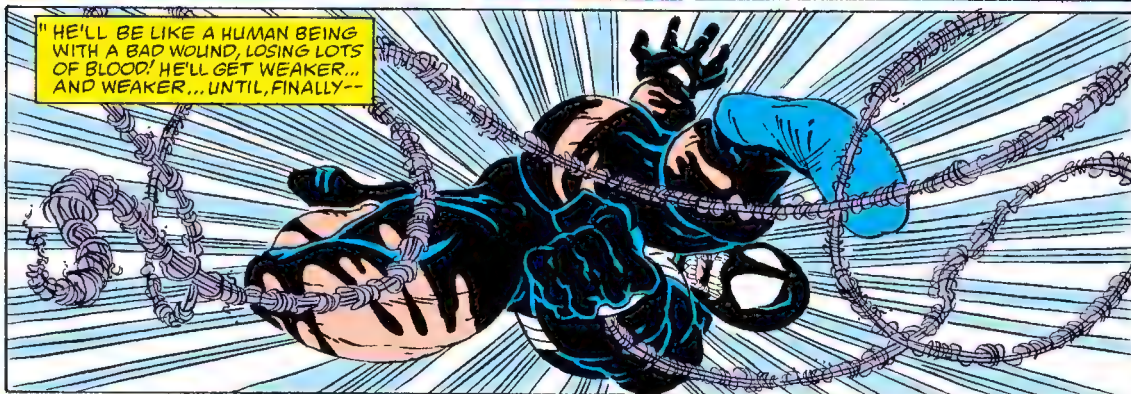
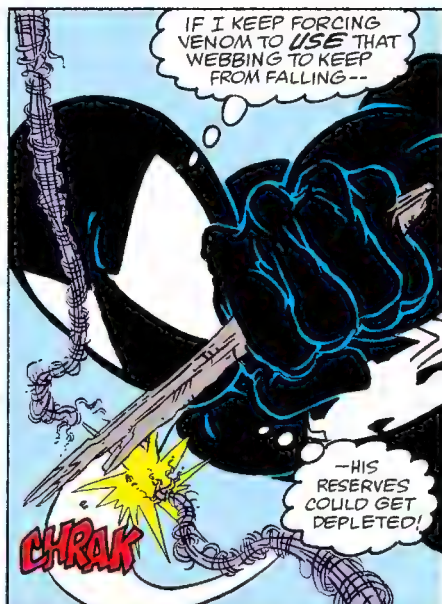
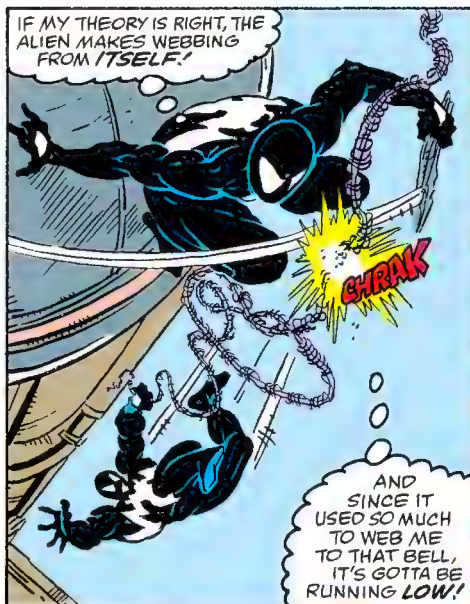
AND I REMEMBER PUMA SAYING THE WEBBING WAS ORGANIC!\*

THAT COULD MEAN IT'S MADE OF THE ALIEN'S OWN SUBSTANCE, THAT HE REGENERATES IT OVER TIME! AND THAT COULD BE MY KEY--

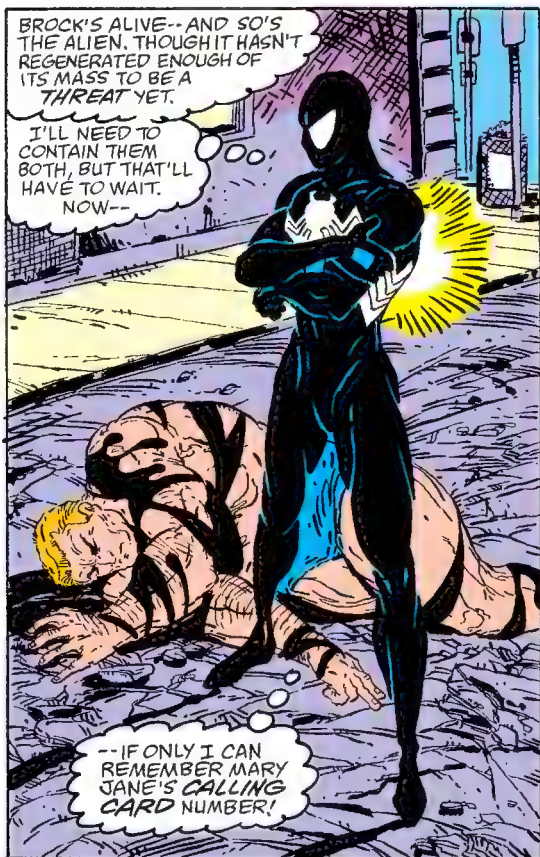
\* IN AMAZING SPIDER-MAN # 259--J.S.







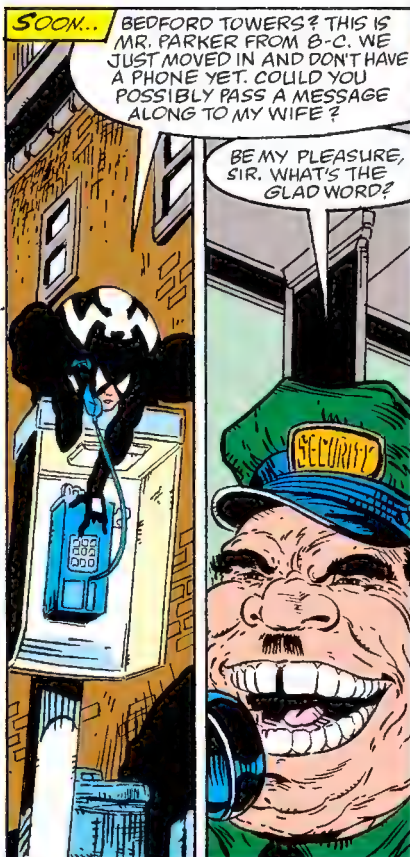




BROCK'S ALIVE-- AND SO'S THE ALIEN. THOUGH IT HASN'T REGENERATED ENOUGH OF ITS MASS TO BE A THREAT YET.

I'LL NEED TO CONTAIN THEM BOTH, BUT THAT'LL HAVE TO WAIT. NOW--

--IF ONLY I CAN REMEMBER MARY JANE'S CALLING CARD NUMBER!



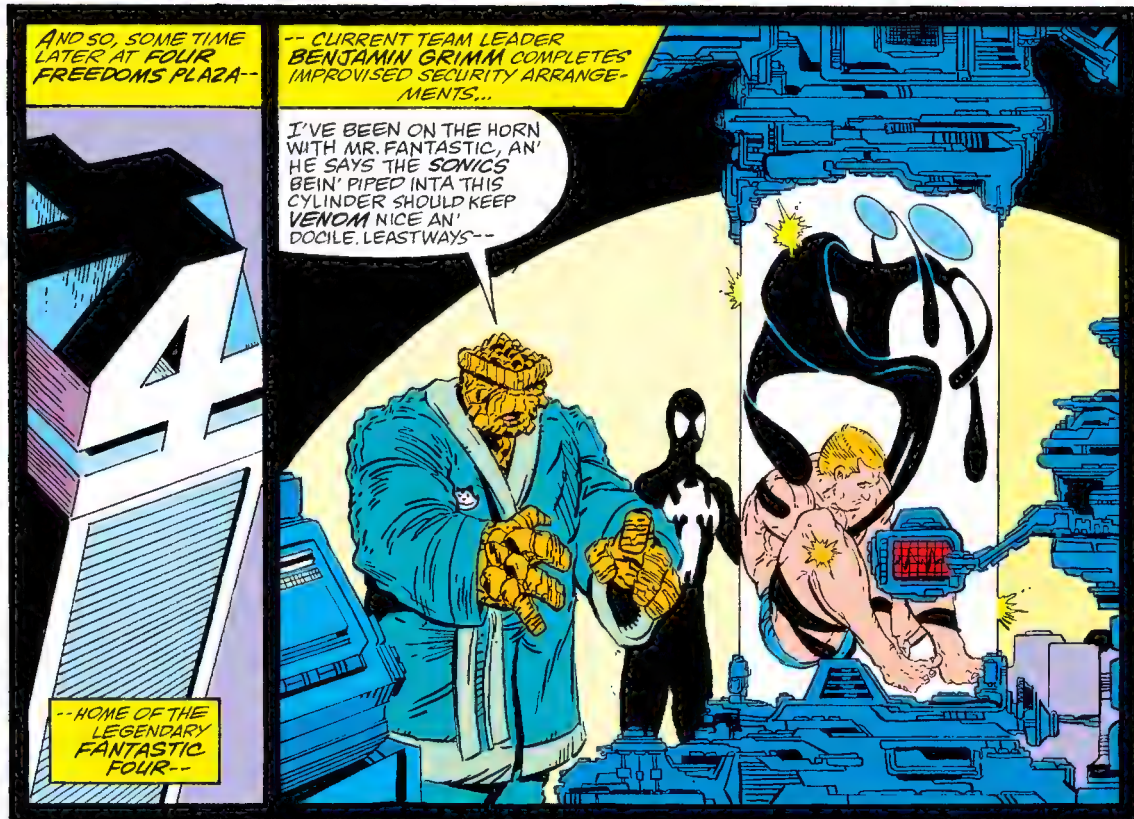
SOON...

BEDFORD TOWERS? THIS IS MR. PARKER FROM B-C. WE JUST MOVED IN AND DON'T HAVE A PHONE YET. COULD YOU POSSIBLY PASS A MESSAGE ALONG TO MY WIFE?

BE MY PLEASURE, SIR. WHAT'S THE GLAD WORD?



JUST TELL HER I HAD TO PHOTOGRAPH A NEWS STORY, THAT I'LL BE HOME SOON, AND MOST OF ALL...TELL HER I'M OKAY.



AND SO, SOME TIME LATER AT FOUR FREEDOMS PLAZA--

-- CURRENT TEAM LEADER BENJAMIN GRIMM COMPLETES IMPROVISED SECURITY ARRANGEMENTS...

I'VE BEEN ON THE HORN WITH MR. FANTASTIC, AN' HE SAYS THE SONICS BEIN' PIPED INTO THIS CYLINDER SHOULD KEEP VENOM NICE AN' DOCILE. LEASTWAYS--

--HOME OF THE LEGENDARY FANTASTIC FOUR--





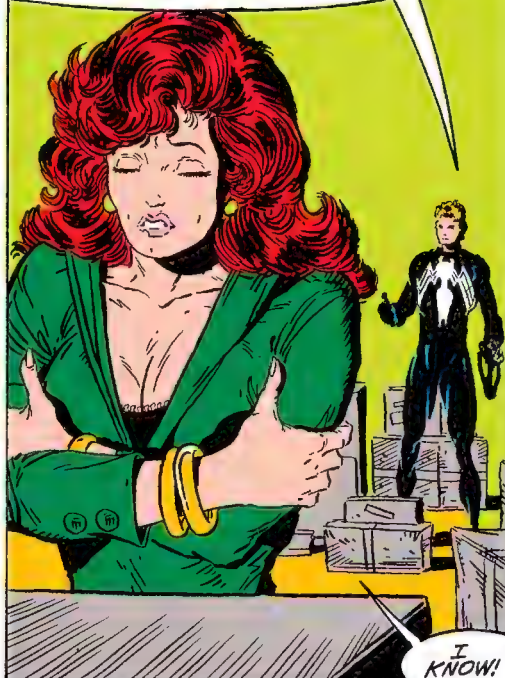
SPIDER-MAN MAKES THE TRIP TO THE BEDFORD TOWERS CAREFULLY, FAVORING HIS LEFT ARM.

AND ONCE THERE, AFTER HIS TALE HAS BEEN TOLD...

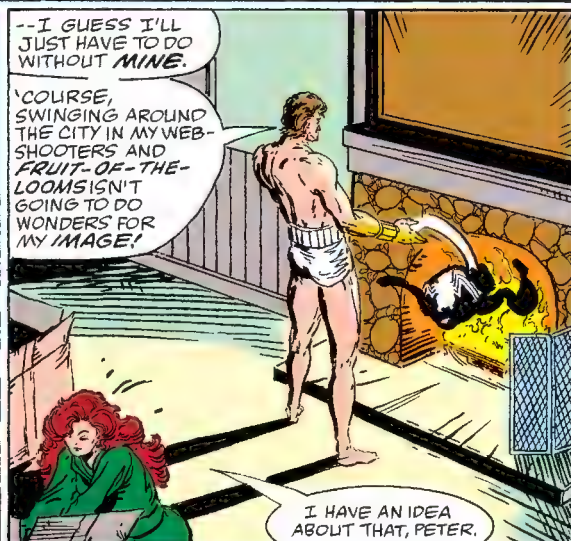
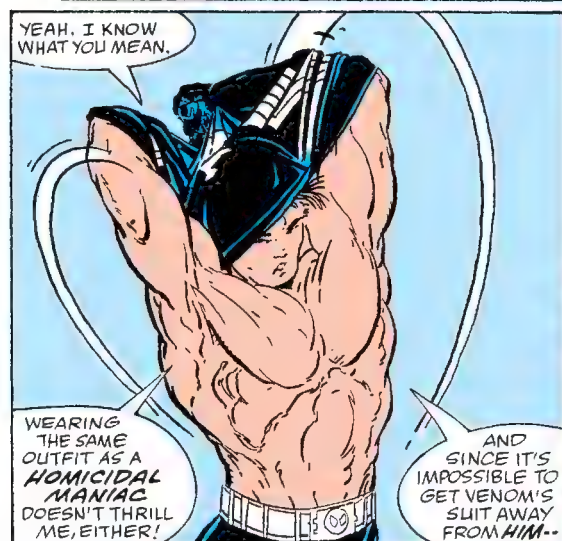
WHAT'S WRONG, MJ? YOU SEEM AWFULLY... DISTANT.



SWEETHEART, IF I DON'T SHOW UP AT THE BUGLE WITH PHOTOGRAPHS OF *SOMETHING* TOMORROW, ROBBIE AND THE OTHERS WILL GET SUSPICIOUS ABOUT WHY I DISAPPEARED FROM THE MOVE PARTY! I HAVE TO--



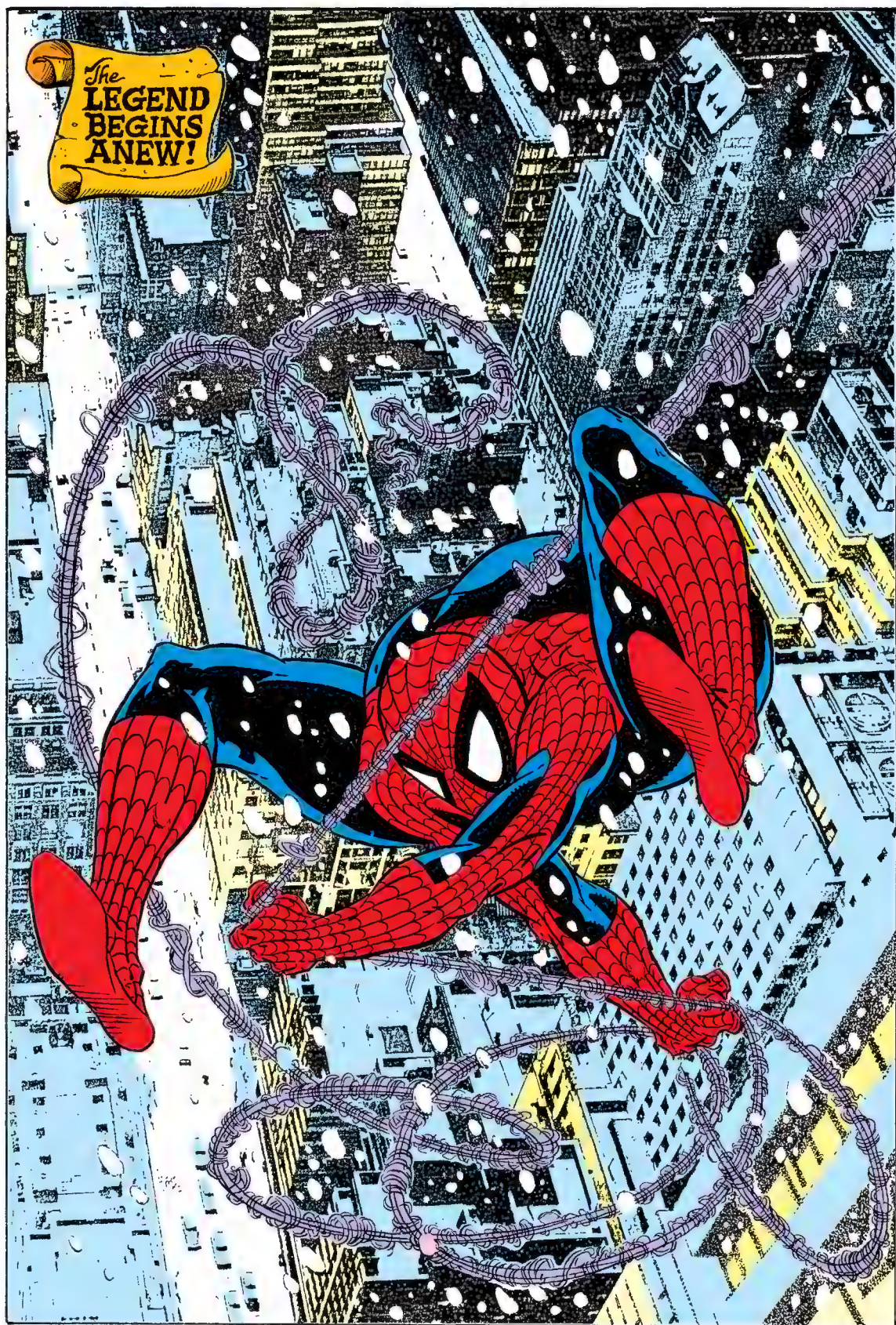




\* IN THE **SPIDER-MAN VS. WOLVERINE SPECIAL**-- J.S.



*The*  
**LEGEND  
BEGINS  
ANEW!**





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THE NON-MUTANT™ SUPER HERO!

# the AMAZING SPIDER-MAN®

**HYDRO  
MAN**  
WINS  
AT LAST!!

YEAH,  
RIGHT!

FEATURING,  
THE LONG  
AWAITED  
RETURN OF  
**VENOM!**



MCFARLANE





GOVERNMENT SERVICE: ANOTHER TERM FOR "JOB SECURITY."

AT LEAST THAT'S WHAT HUGH TAYLOR HAD THOUGHT WHEN HIS HITCH IN THE ARMY WAS UP.

HE'D APPLIED FOR A SECURITY POSITION AT THE COLORADO SUPER-PRISON CALLED THE VAULT.

NOW, AT THE END OF HIS FIRST WEEK ON DUTY, HE'S SURE HE'D MADE THE RIGHT DECISION. HE'S PROUD OF HIS PROFESSION, HONORED TO SERVE HIS COUNTRY.

AND THUS ANGER GROWS AS HE PASSES THE CELL OF PSYCHOPATH EDDIE BROCK, AND SEES A FELLOW GUARD LYING MOTIONLESS ON THE COLD TILE FLOOR.

-- AND HE CANCELS THE SONIC SHIELD DESIGNED TO KEEP BROCK INSIDE --

-- FORGETTING THAT OTHERS CAN PASS THROUGH IT UNHARMED.

THAT MISTAKE WILL COST HIM HIS DREAM JOB.

CONCERN SUPERSEDES CAUTION--

GASP!



**AMONG OTHER  
THINGS...**

# A MATTER OF *LIFE* AND **DEBT!**



DAVID MICHELINIE  
WRITER

TODD McFARLANE  
ARTIST

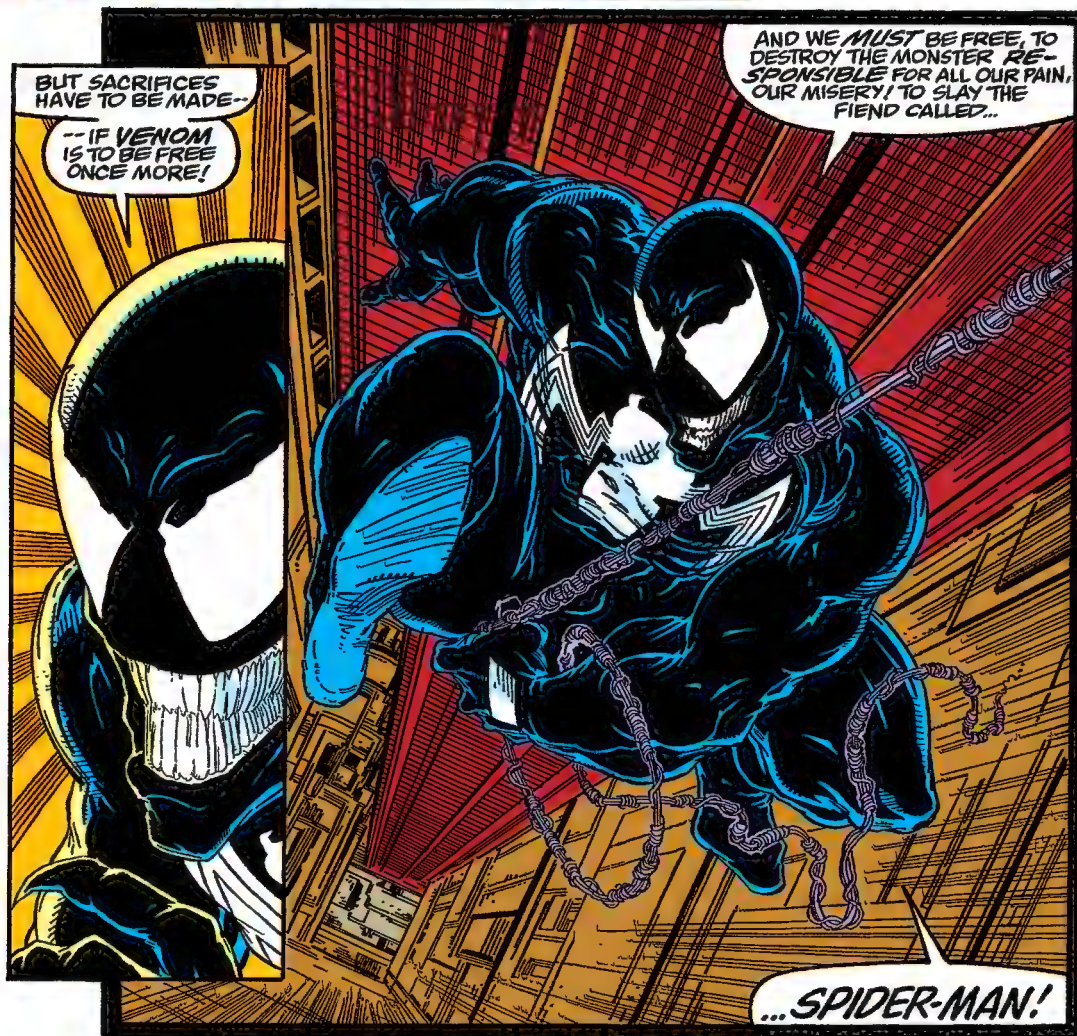
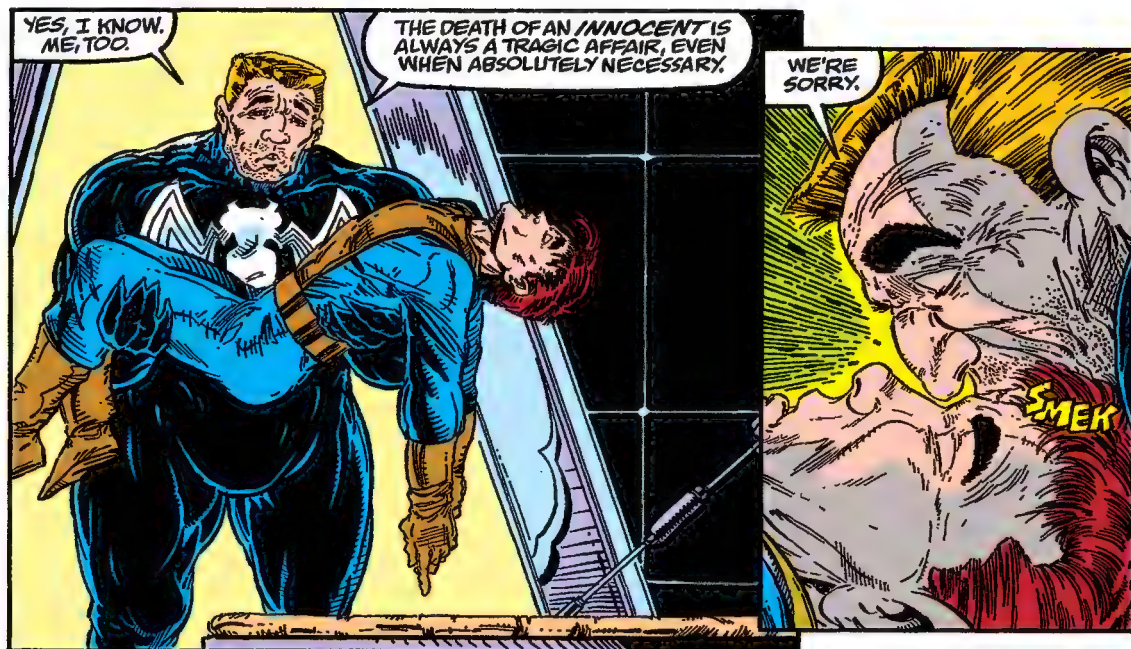
RICK PARKER  
LETTERING

BOB SHAREN  
COLOR

JIM SALICRUP  
EDITOR

TOM DeFALCO  
EDITOR IN CHIEF



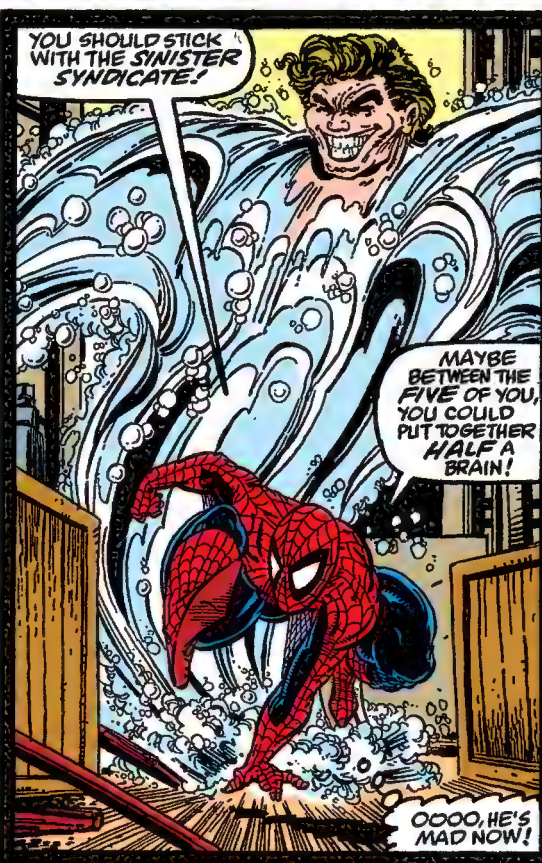




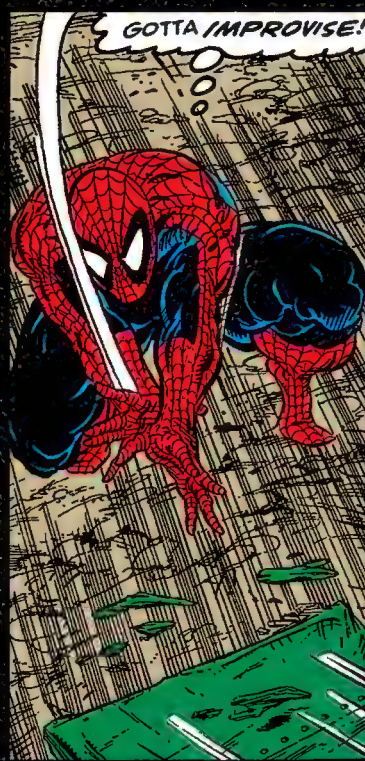
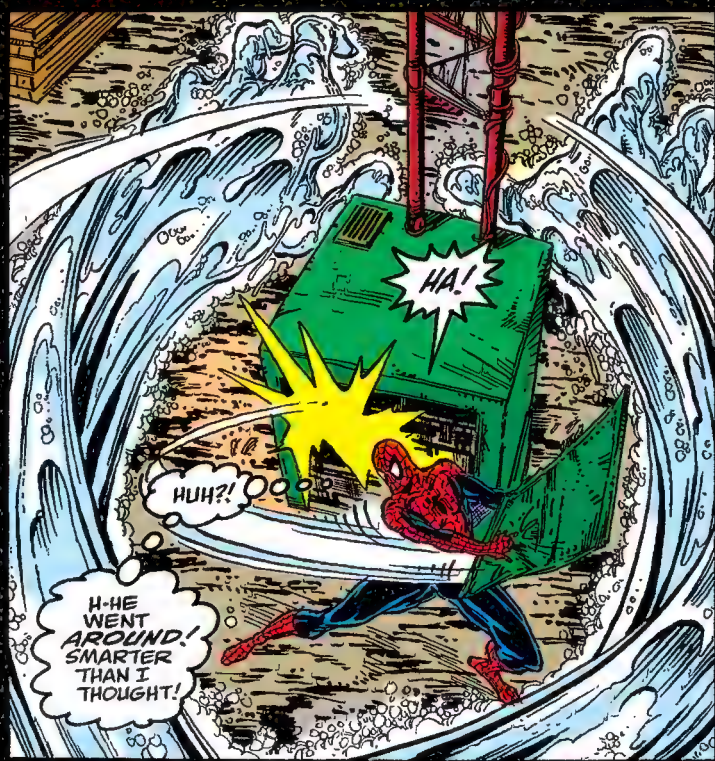
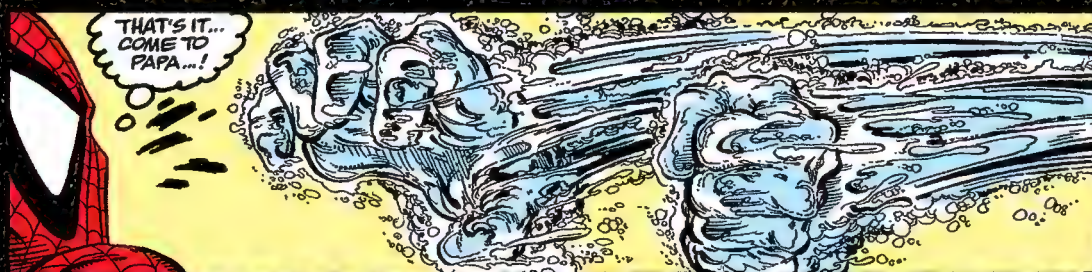
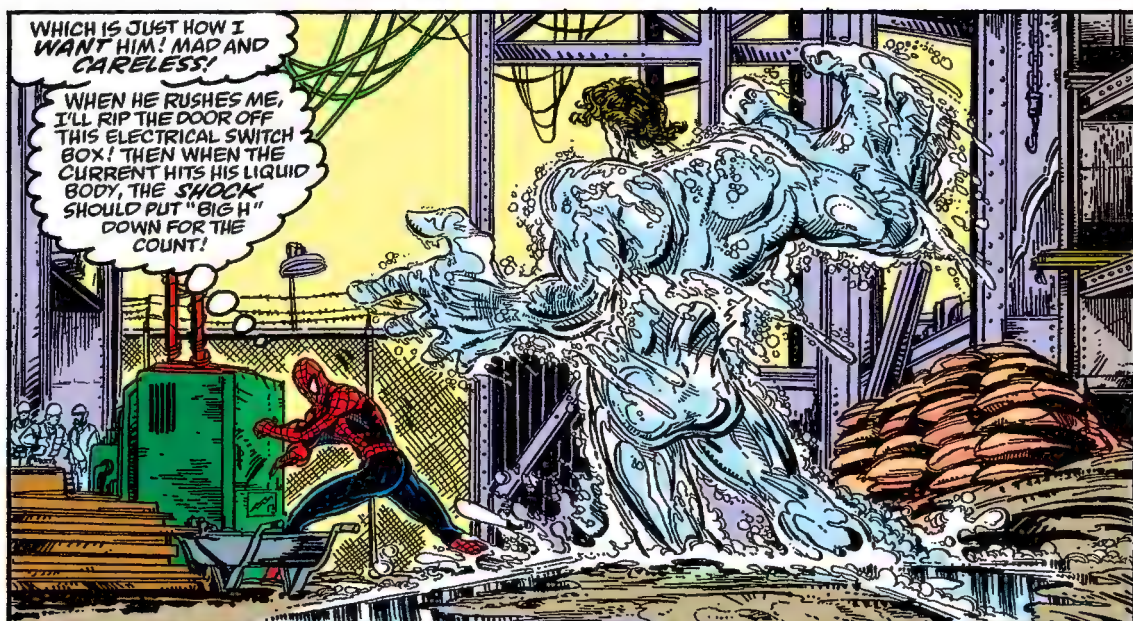
**SPEAKING OF WHOM: SOME  
1,500 MILES AWAY...**

THIS ISN'T  
DODGE CITY  
IN THE  
1800'S,  
HYDRO-  
MAN!

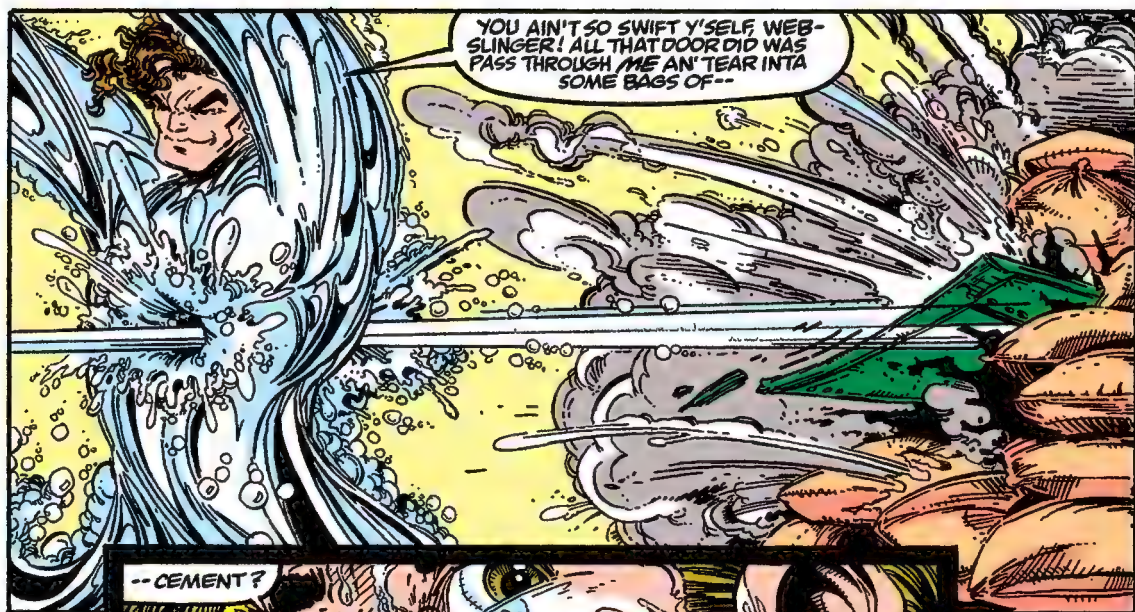
**SPLASH**











YOU AIN'T SO SWIFT Y'SELF WEB-SLINGER! ALL THAT DOOR DID WAS PASS THROUGH /ME AN' TEAR INTO SOME BAGS OF--

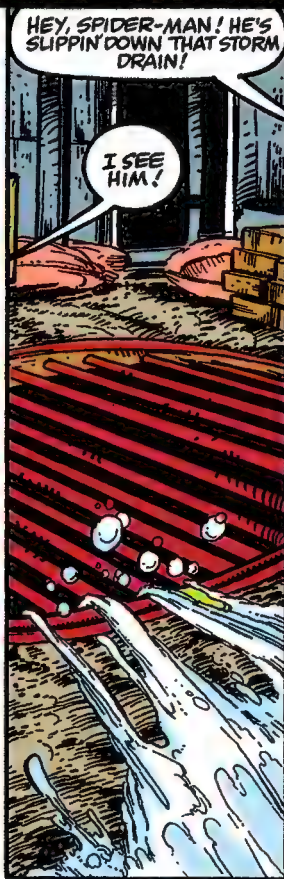
-- CEMENT?



ICK!

M-MIXIN' WITH MY BODY! I'M TURNIN' LUMPY!

GOTTA DILUTE IT WITH MORE WATER, 'FORE IT STARTS TA HARDEN!



HEY, SPIDER-MAN! HE'S SLIPPIN' DOWN THAT STORM DRAIN!

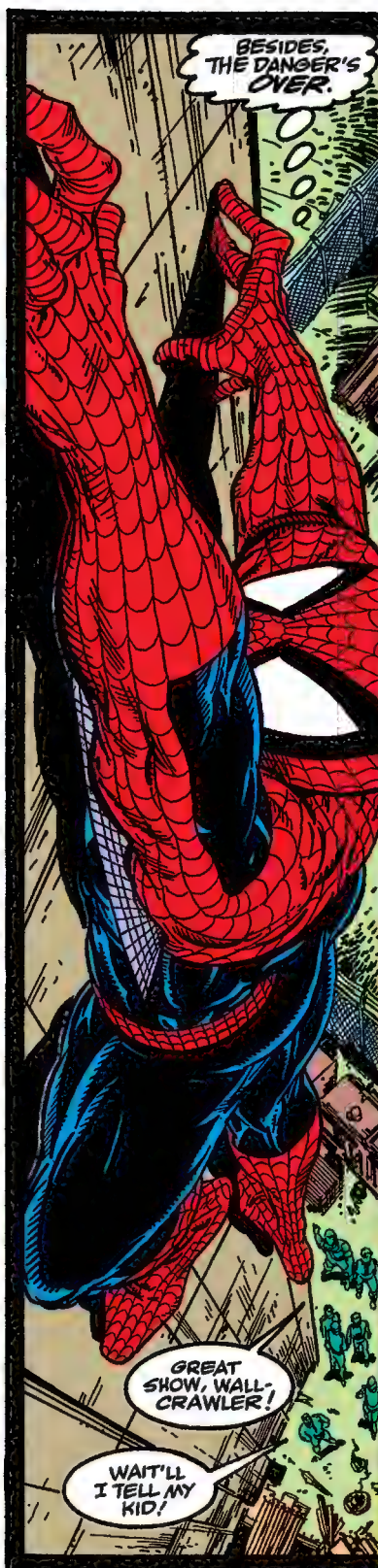
I SEE HIM!



BUT I'M NOT GOING AFTER HIM!

HE'S COMBINED WITH THE DRAINAGE FLOW BY NOW! COULD BE ANYWHERE!

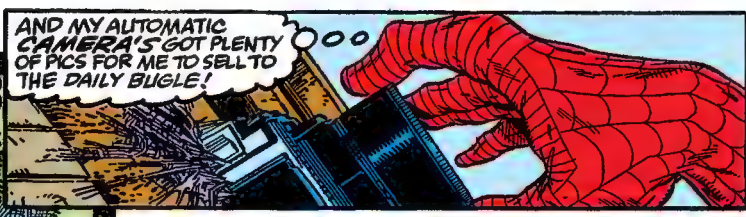




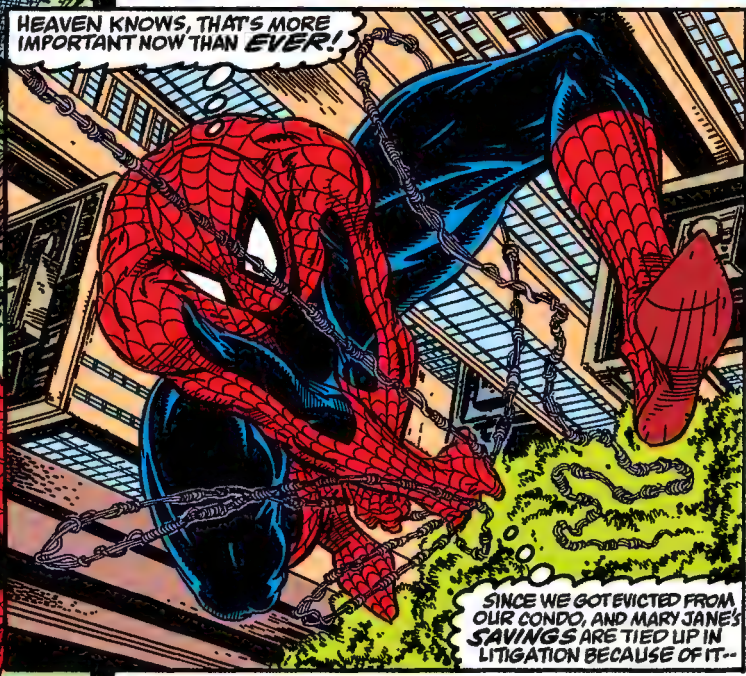
BESIDES,  
THE DANGER'S  
OVER.

GREAT  
SHOW, WALL-  
CRAWLER!

WAIT'LL  
I TELL MY  
KID!

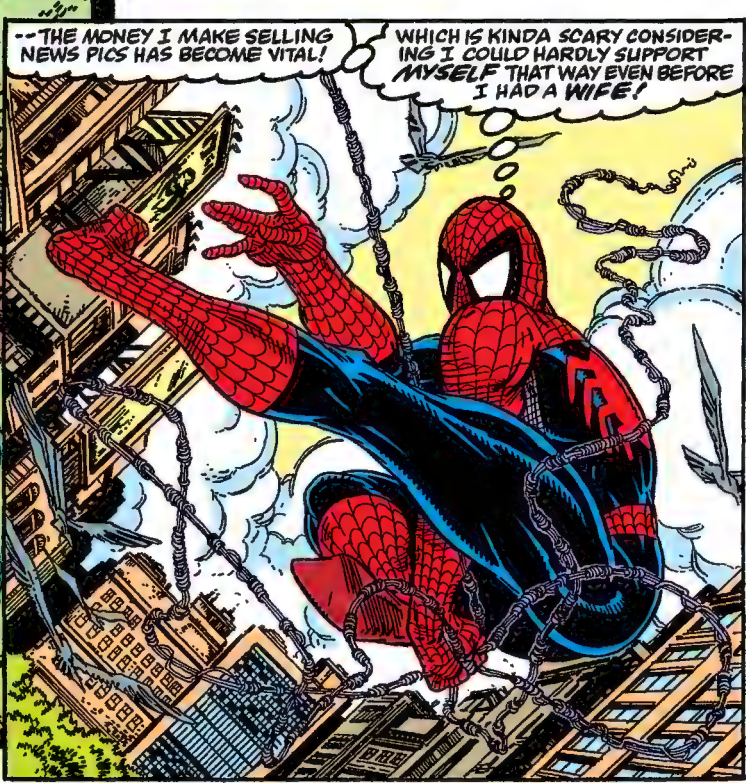


AND MY AUTOMATIC  
CAMERA'S GOT PLENTY  
OF PICS FOR ME TO SELL TO  
THE DAILY BUGLE!



HEAVEN KNOWS, THAT'S MORE  
IMPORTANT NOW THAN *EVER!*

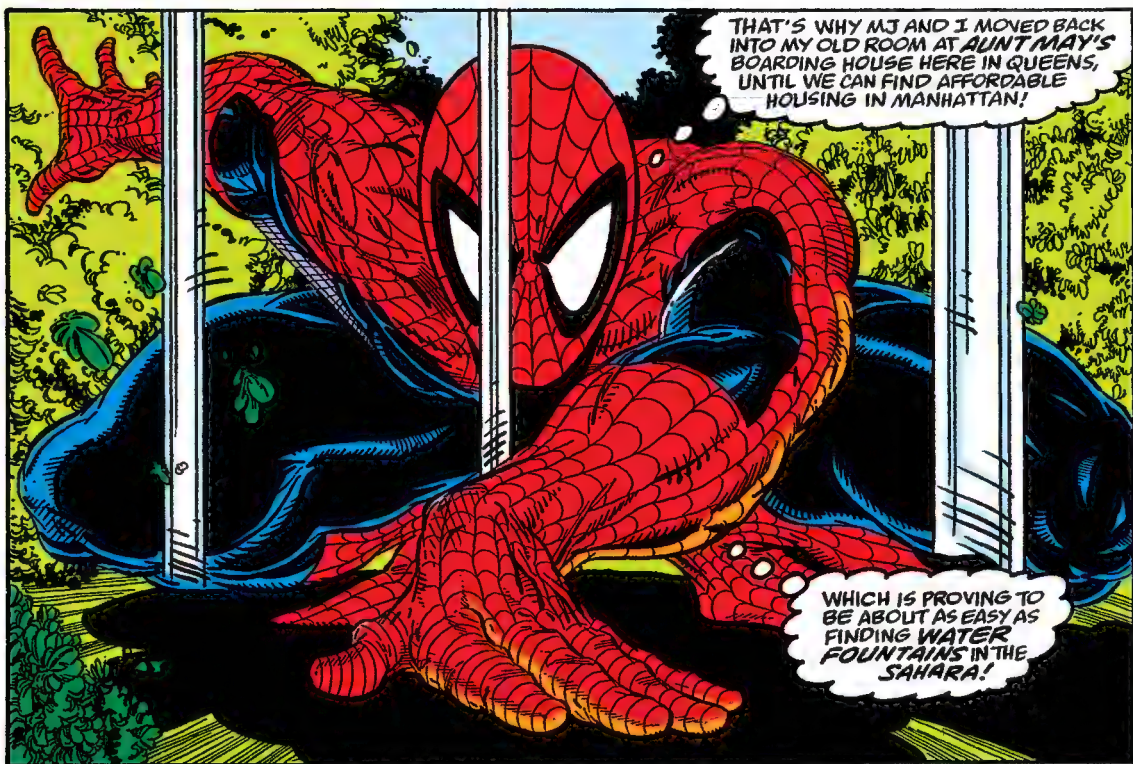
SINCE WE GOT EVICTED FROM  
OUR CONDO, AND MARY JANE'S  
SAVINGS ARE TIED UP IN  
LITIGATION BECAUSE OF IT--



--THE MONEY I MAKE SELLING  
NEWS PICS HAS BECOME VITAL!

WHICH IS KINDA SCARY CONSIDER-  
ING I COULD HARDLY SUPPORT  
MYSELF THAT WAY EVEN BEFORE  
I HAD A WIFE!



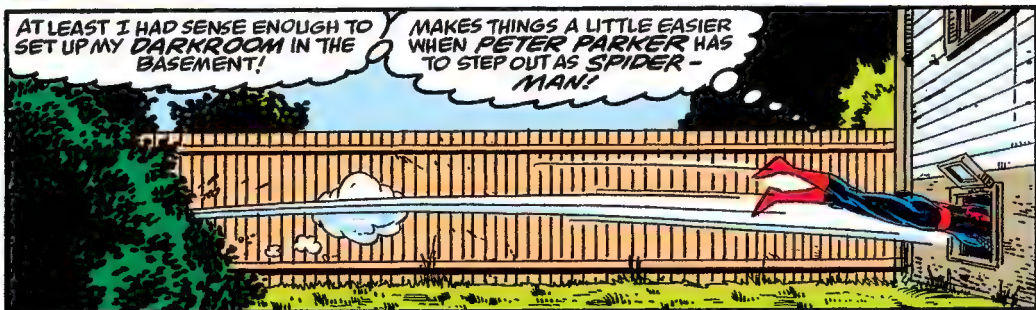


THAT'S WHY MJ AND I MOVED BACK INTO MY OLD ROOM AT AUNT MAY'S BOARDING HOUSE HERE IN QUEENS, UNTIL WE CAN FIND AFFORDABLE HOUSING IN MANHATTAN!

WHICH IS PROVING TO BE ABOUT AS EASY AS FINDING WATER FOUNTAINS IN THE SAHARA!

AT LEAST I HAD SENSE ENOUGH TO SET UP MY DARKROOM IN THE BASEMENT!

MAKES THINGS A LITTLE EASIER WHEN PETER PARKER HAS TO STEP OUT AS SPIDER-MAN!

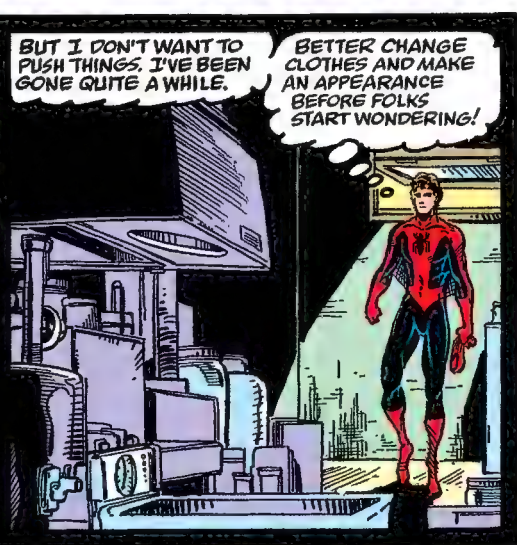


IF I LOCK THE DOOR, DON'T ANSWER WHEN SOMEONE KNOCKS--

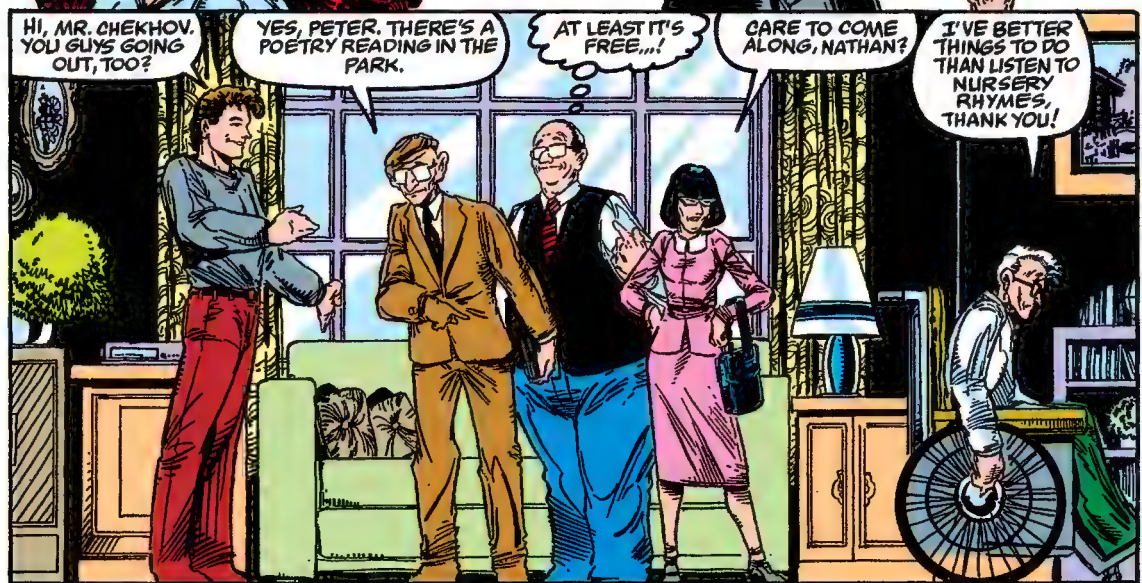
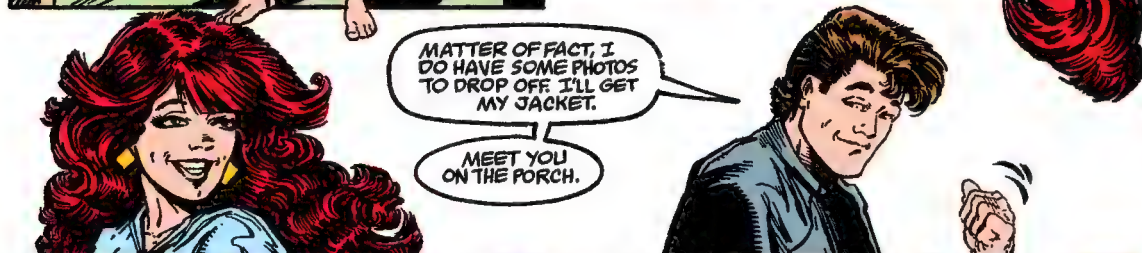
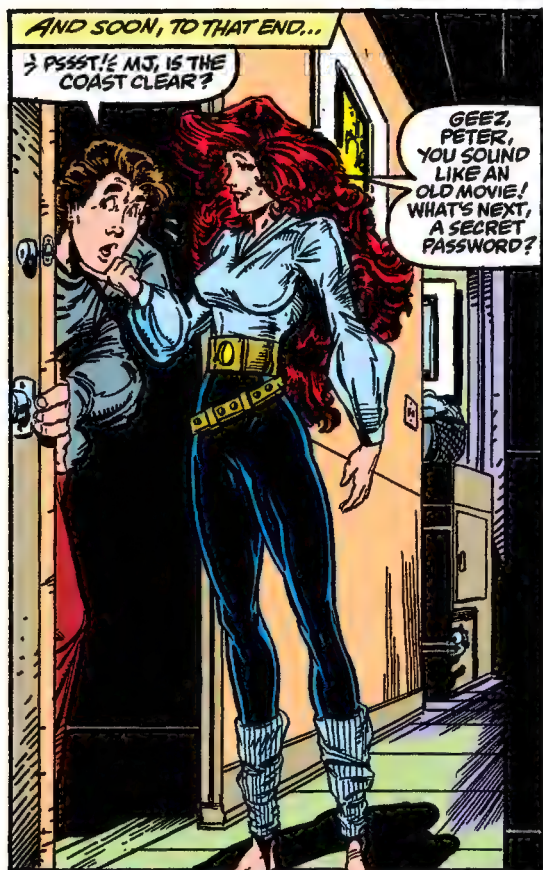
-- THEY JUST ASSUME I'M BUSY DEVELOPING!

BUT I DON'T WANT TO PUSH THINGS, I'VE BEEN GONE QUITE A WHILE.

BETTER CHANGE CLOTHES AND MAKE AN APPEARANCE BEFORE FOLKS START WONDERING!











3 HAMPHS: THAT NATHAN LUBENSKY NEVER JOINS IN!

AW, LEAVE 'IM ALONE, ROSE.

DON'T YOU TALK TO ME LIKE THAT, VICTOR PALERMO!

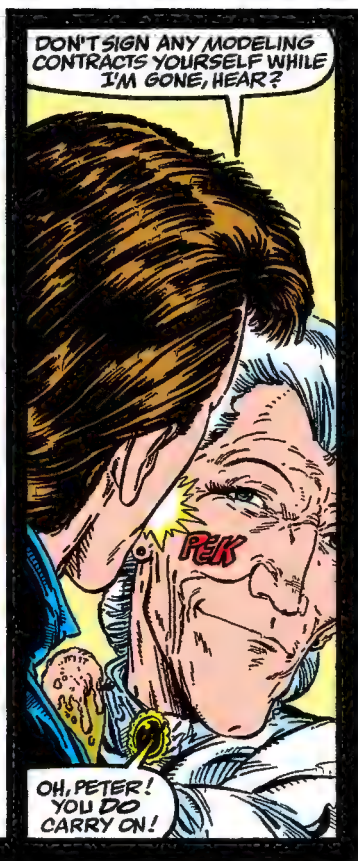
UH, THINK I'LL SAY G'BYE TO AUNT MAY!



LAND SAKES, KRISTY! YOU PUT AWAY SO MANY HOMEMADE COOKIES, IT'S A WONDER YOU STAY AS SLIM AS YOUR COUSIN MARY JANE.

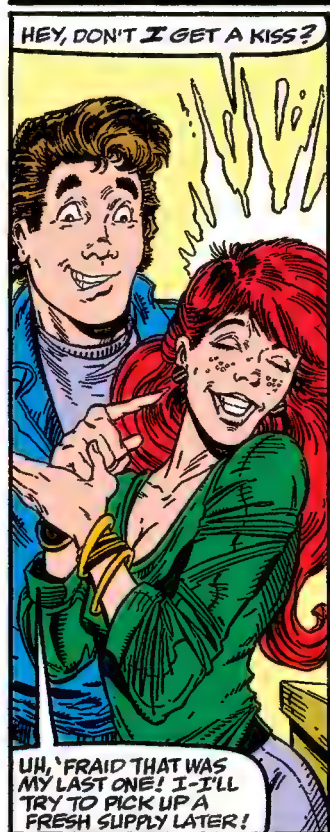
GONNA BE A MODEL, TOO? MUNCHES SOME DAY!

I'M HEAD-ING OUT, AUNT MAY.



DON'T SIGN ANY MODELING CONTRACTS YOURSELF WHILE I'M GONE, HEAR?

OH, PETER! YOU DO CARRY ON!



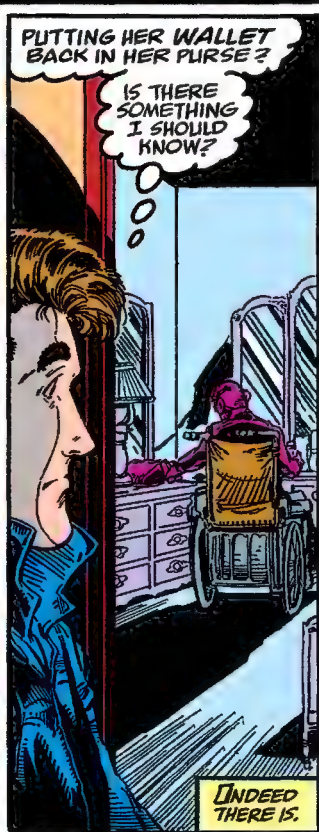
HEY, DON'T I GET A KISS?

UH, 'FRAID THAT WAS MY LAST ONE! I-I'LL TRY TO PICK UP A FRESH SUPPLY LATER!



DON'T KNOW WHY KRISTY MAKES ME NERVOUS. SHE'S JUST A KID, AND IT'S NOT LIKE SHE'S REALLY FLIRTING. BUT--

--HUH? NATHAN, IN AUNT MAY'S ROOM.



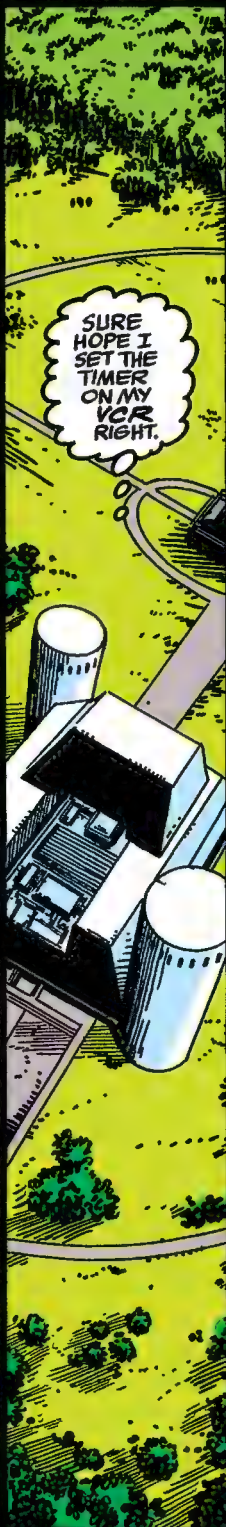
PUTTING HER WALLET BACK IN HER PURSE?

IS THERE SOMETHING I SHOULD KNOW?

UNDEED THERE IS.

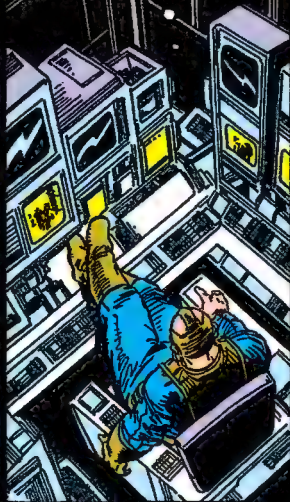


BUT IT HAPPENS TO  
BE TAKING PLACE IN  
THE VAULT!



SURE  
HOPE I  
SET THE  
TIMER  
ON MY  
VCR  
RIGHT.

IF I MISS  
AN EPISODE  
OF "ONE  
LIFE TO LIVE"...

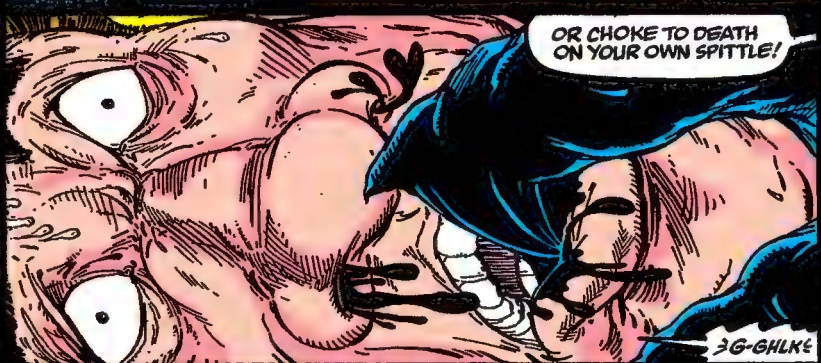


TELL ME HOW TO  
GET OUT! HOW TO  
NEGATE THE ALARMS  
AND CAMERAS!

TELL ME  
NOW!

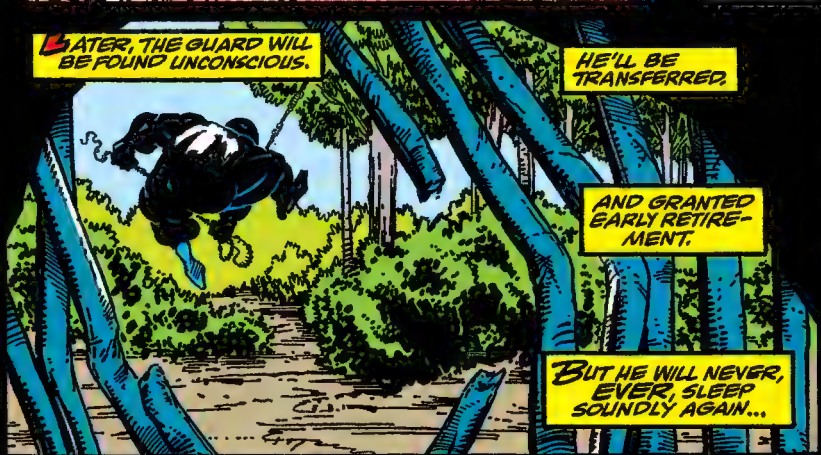


OR CHOKE TO DEATH  
ON YOUR OWN SPITTLE!



3G-GHLKE

LATER, THE GUARD WILL  
BE FOUND UNCONSCIOUS.



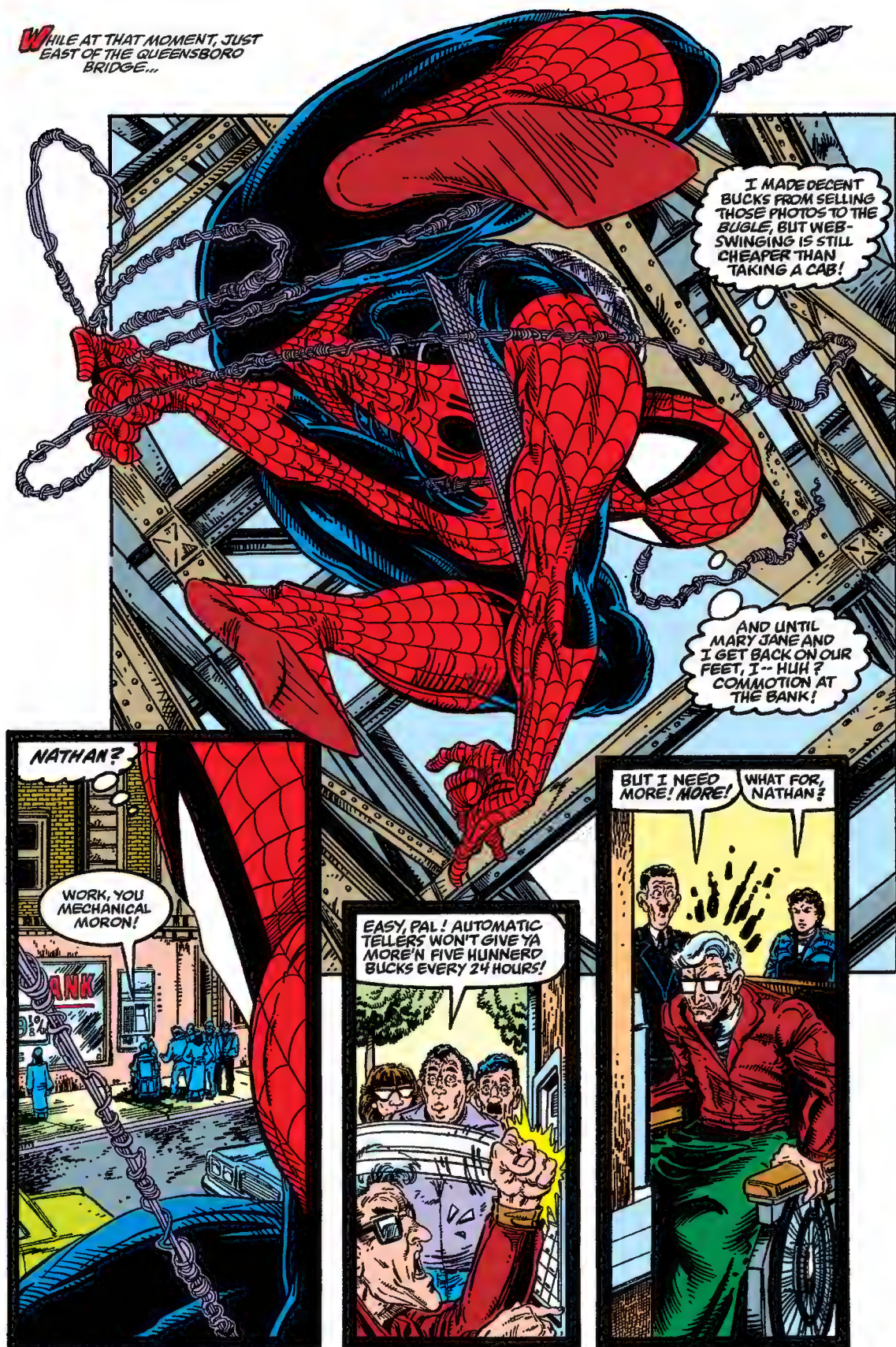
HE'LL BE  
TRANSFERRED.

AND GRANTED  
EARLY RETIRE-  
MENT.

BUT HE WILL NEVER,  
EVER, SLEEP  
SOUNDLY AGAIN...



**W**HILE AT THAT MOMENT, JUST  
EAST OF THE QUEENSBORO  
BRIDGE...



I MADE DECENT  
BUCKS FROM SELLING  
THOSE PHOTOS TO THE  
BUGLE, BUT WEB-  
SWINGING IS STILL  
CHEAPER THAN  
TAKING A CAB!

AND UNTIL  
MARY JANE AND  
I GET BACK ON OUR  
FEET, I-- HUH?  
COMMOTION AT  
THE BANK!

NATHAN?

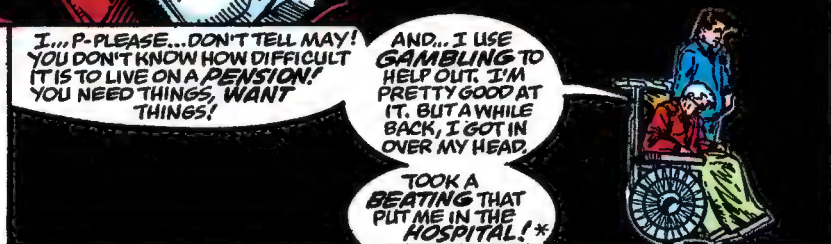
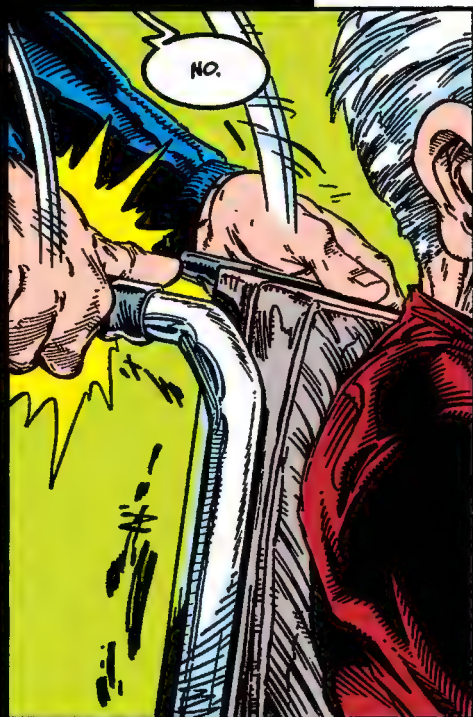
WORK, YOU  
MECHANICAL  
MORON!

EASY, PAL! AUTOMATIC  
TELLERS WON'T GIVE YA  
MORE'N FIVE HUNNED  
BUCKS EVERY 24 HOURS!

BUT I NEED  
MORE! MORE!

WHAT FOR,  
NATHAN?





\* SEE  
AMAZING  
SPIDER-  
MAN  
# 271.  
--J.G.



THE PEOPLE RESPONSIBLE ALLOWED ME TO RECUPERATE, BUT NOW THEY WANT \$5,000 OF THEIR MONEY AS A "GOOD FAITH" GESTURE!

-- SO I THOUGHT I'D BORROW THE MONEY, JUST TEMPORARILY, FROM MAY'S HOUSE ACCOUNT. HER TENANTS ALL KNOW THE NUMBER, BUT MAY KEEPS THE CARD HERSELF.

I'LL TAKE THE CARD, NATHAN.

AND I'LL KEEP YOUR SECRET.

BETTER DEPOSIT MY PHOTO MONEY INTO AUNT MAY'S ACCOUNT, IN CASE SHE DECIDES TO CHECK THE BALANCE.

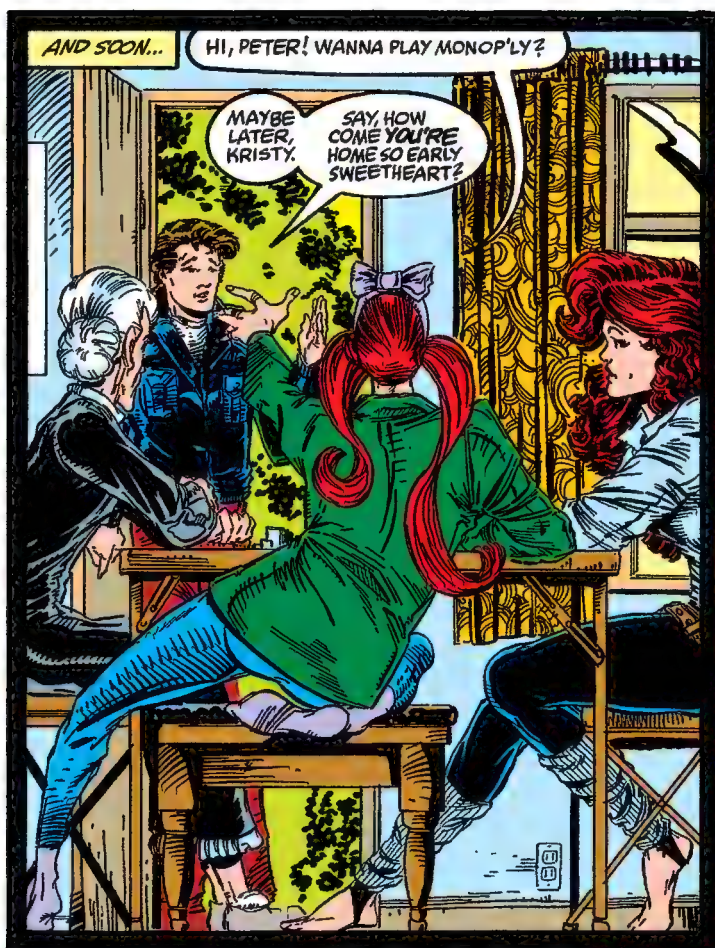
SIGH  
EASY  
COME...

MY RECENT, ER, INVEST-  
MENTS  
HAVEN'T  
PANNED  
OUT--

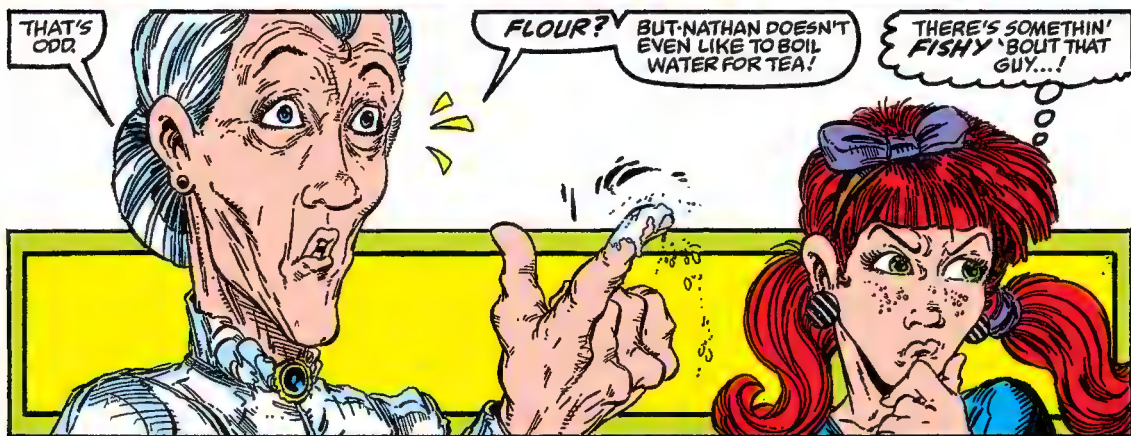
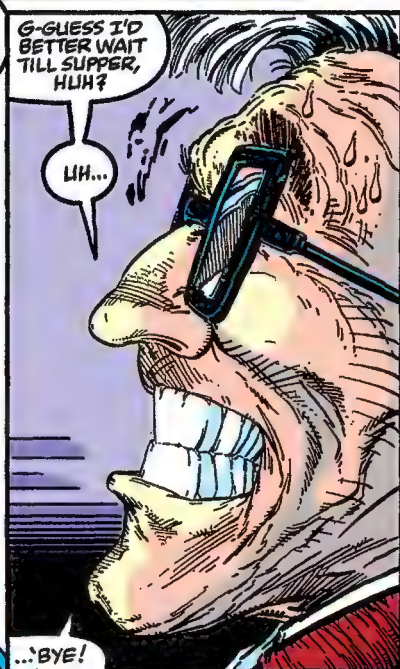
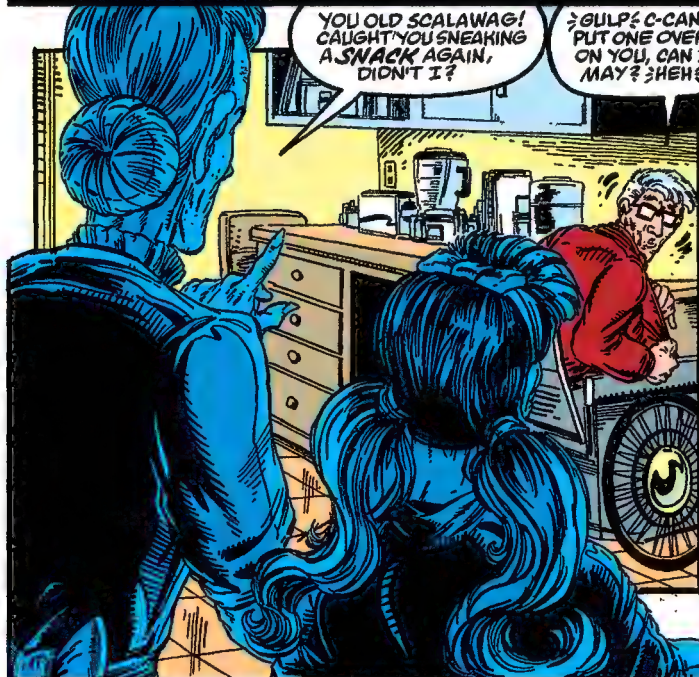
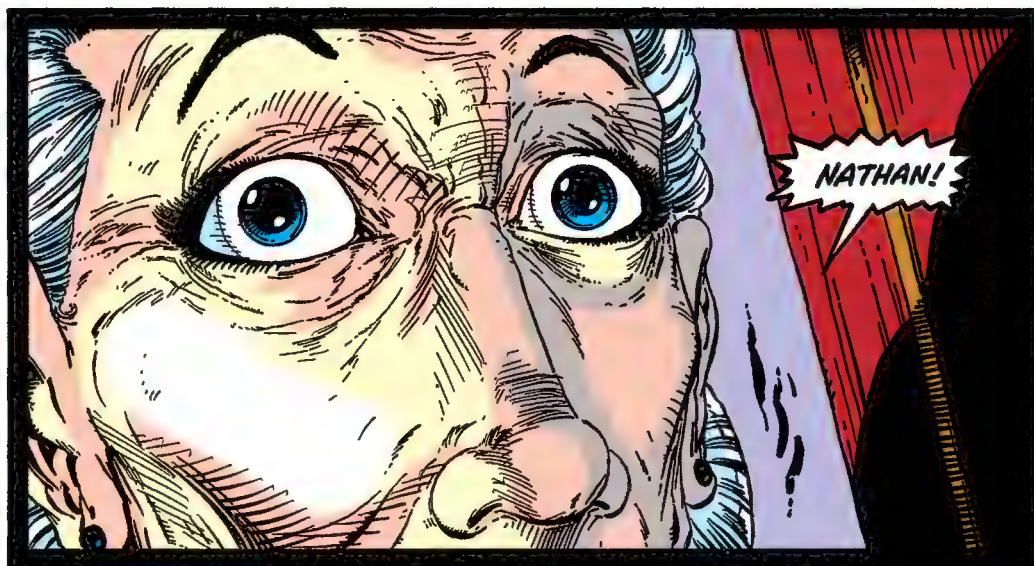
I'LL PAY IT  
BACK, I PROMISE!  
BUT IF MAY WERE  
TO FIND OUT...

...IT WOULD  
HURT HER,  
PETER.  
DEEPLY.











INDEED THERE IS. AND KRISTY WATSON  
ISN'T THE ONLY ONE TO NOTICE.

FOR AS EVENING FALLS, AND  
NATHAN EXCUSES HIMSELF TO  
TAKE IN A BIT OF NIGHT AIR--

--THE *SHADOWS* THAT FOLLOW  
HIM ARE NOT EXCLUSIVELY HIS OWN!

FIVE HUNDRED  
WAS ALL I COULD  
GET!

NOT ENOUGH, LUBENSKY! YOU  
SCREWED AROUND WITH US BEFORE  
AND IT LANDED YA IN TRACTION!  
THIS TIME--

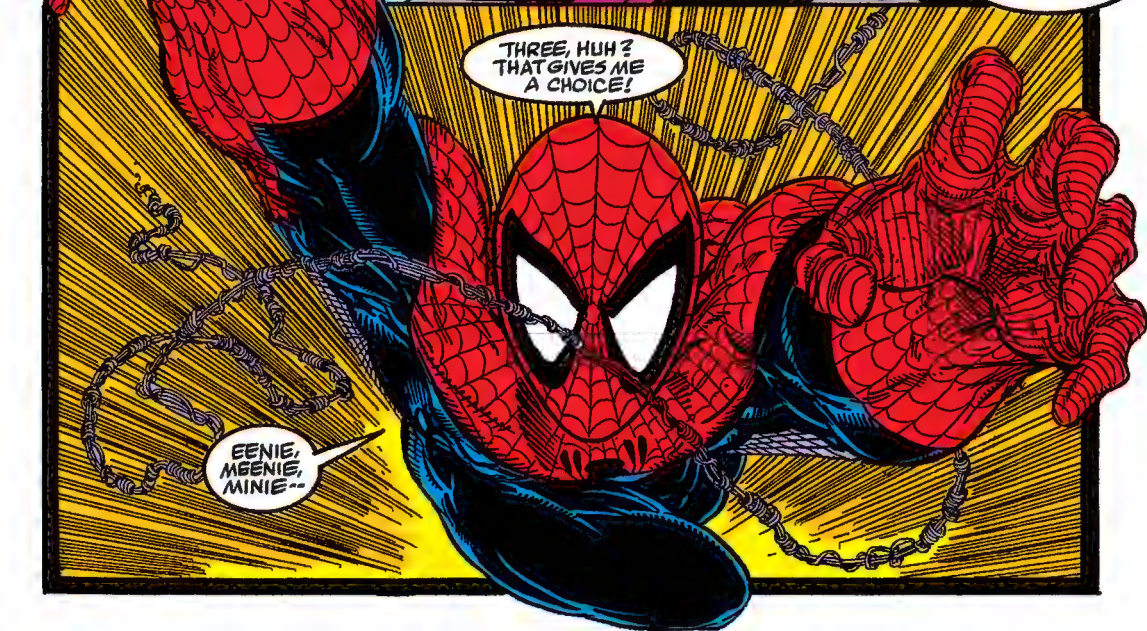
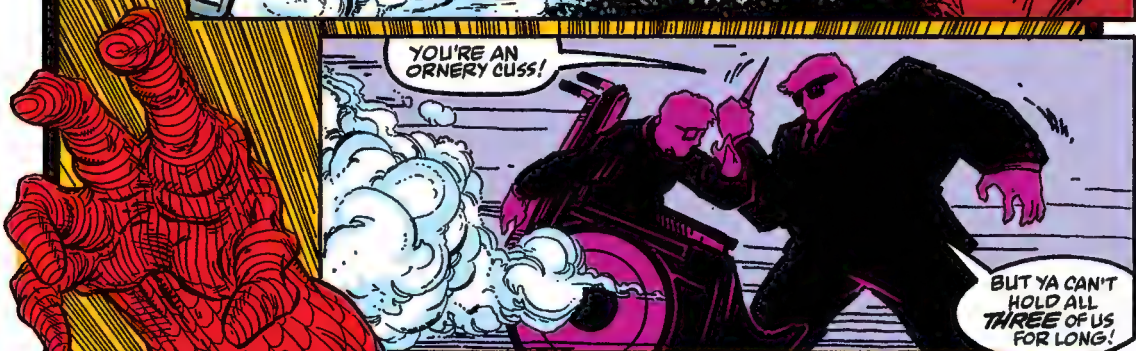
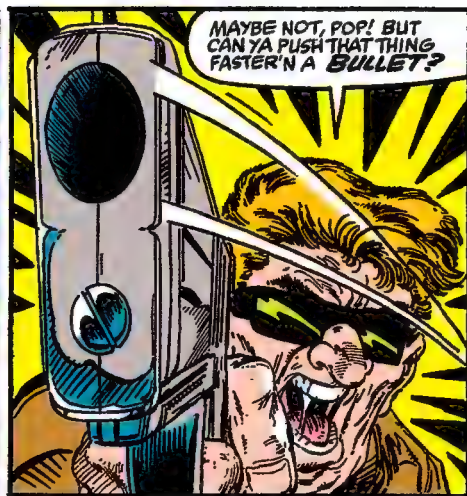
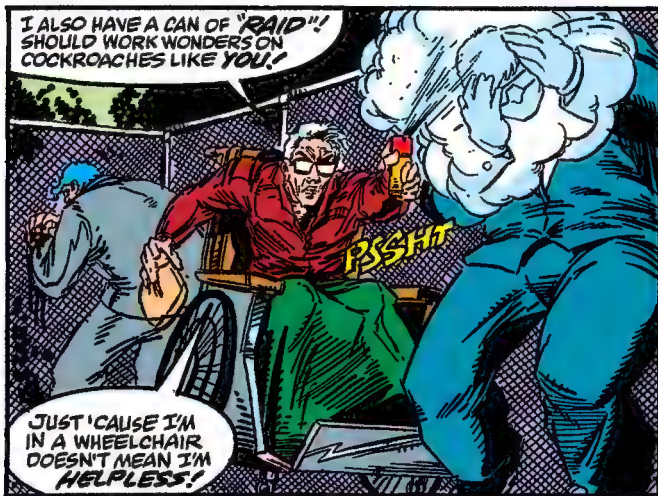
--YER GONNA  
NEED A HEARSE!

AGGH!!

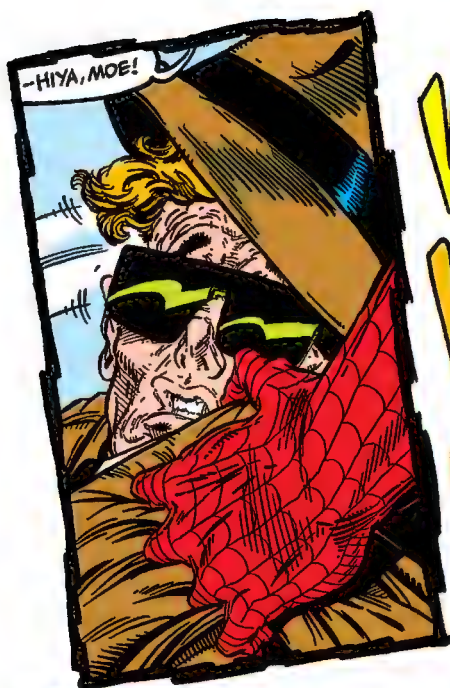
SLATCH

LOOK OUT!  
HE'S GOT A  
STEAK  
KNIFE!

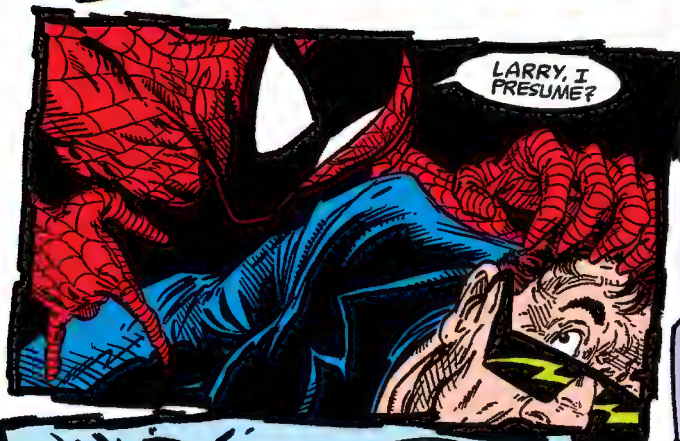








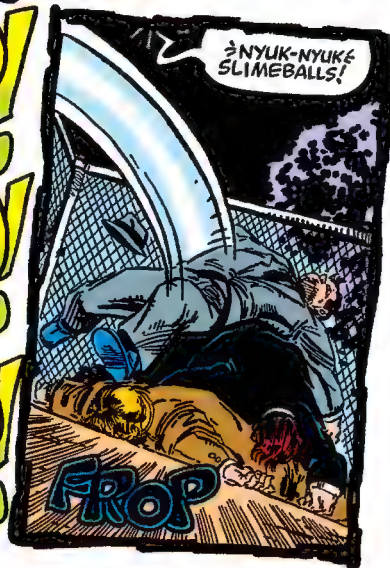
WAP!  
WAP!  
WAP!



WAP!  
WAP!  
WAP!



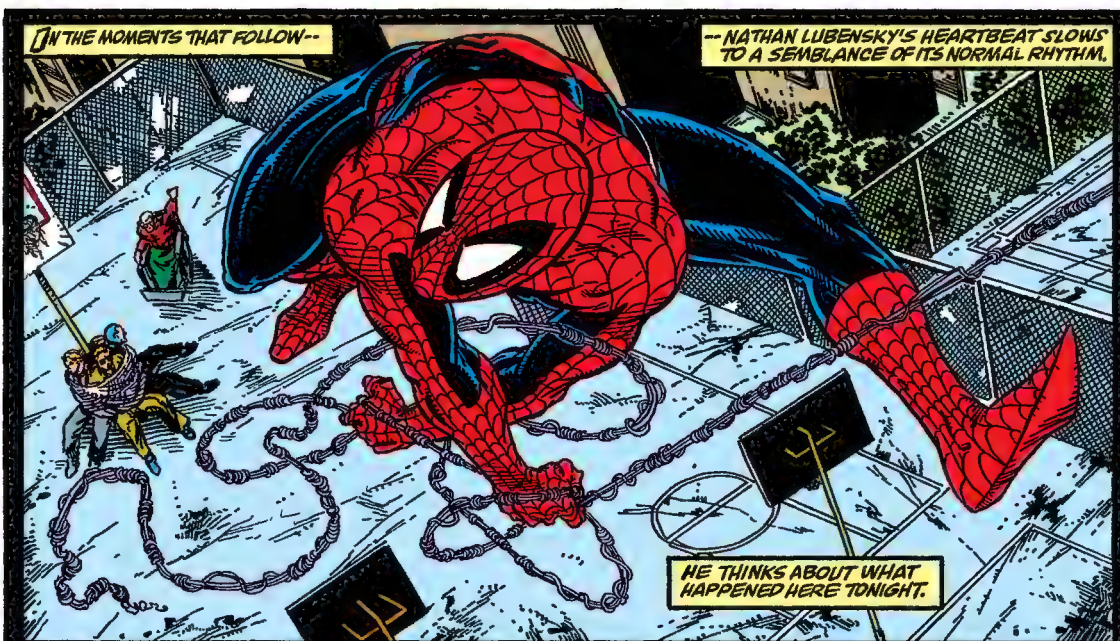
WAP!  
WAP!  
WAP!





IN THE MOMENTS THAT FOLLOW--

--NATHAN LUBENSKY'S HEARTBEAT SLOWS TO A SEMBLANCE OF ITS NORMAL RHYTHM.



HE THINKS ABOUT WHAT HAPPENED HERE TONIGHT.

AND WHAT MIGHT HAPPEN TOMORROW!

IT AIN'T OVER, LUBENSKY! WE'RE DOWN NOW, BUT THERE'LL BE OTHER TIMES!

NO, THERE WON'T.

WHO--?

PETER?

I'M A NEWS PHOTOGRAPHER. I WAS TRYING TO GET SOME ACTION SHOTS OF SPIDER-MAN.

INSTEAD, I GOT THREE MAGGOTS TRYING TO MURDER A SENIOR CITIZEN!

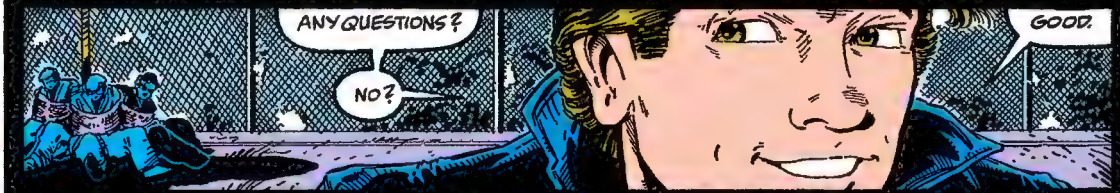
BE A SHAME IF THE NEGATIVES FOUND THEIR WAY TO THE DISTRICT ATTORNEY'S OFFICE.

WOULDN'T IT?

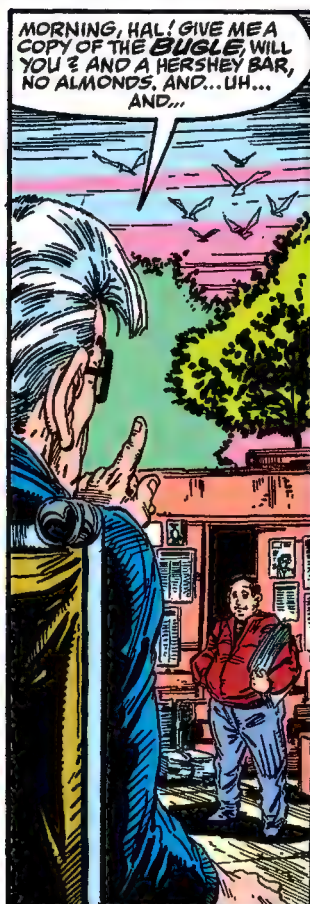
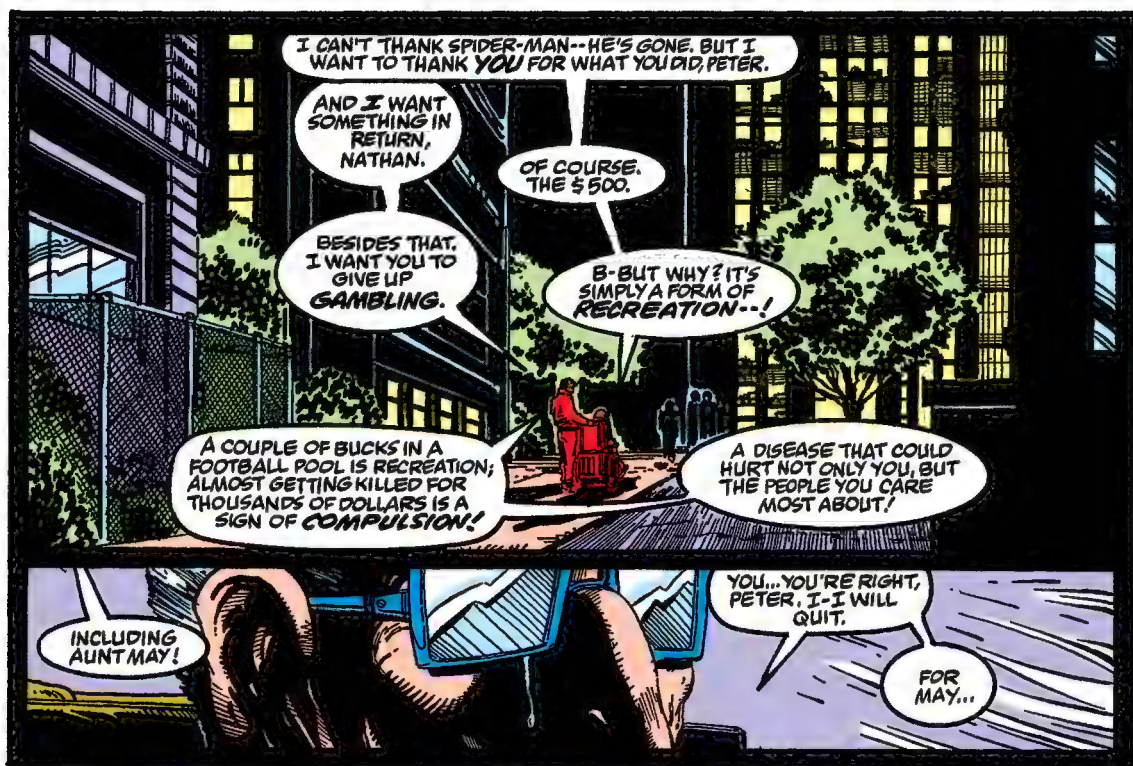
ANY QUESTIONS?

NO?

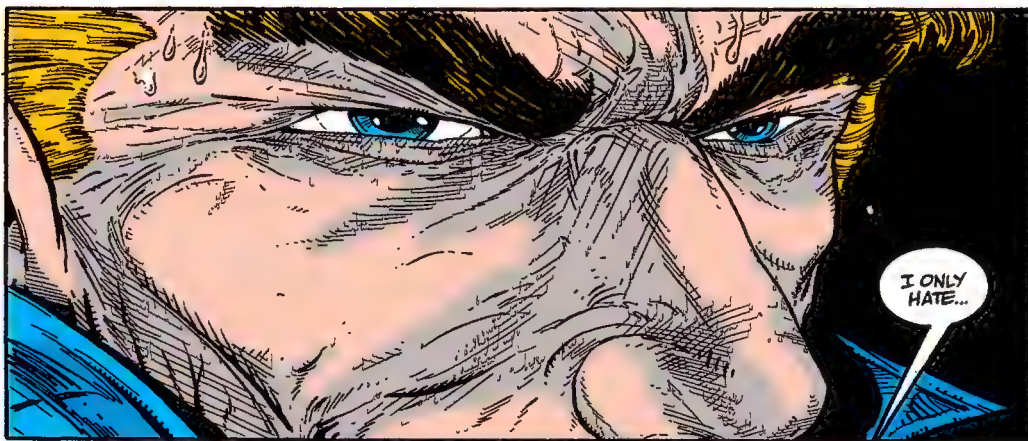
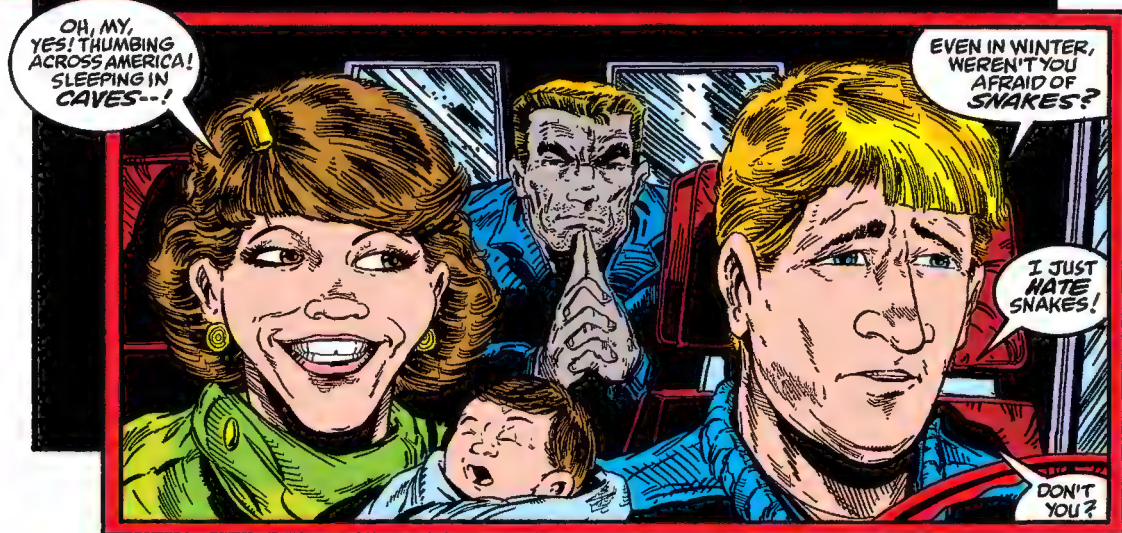
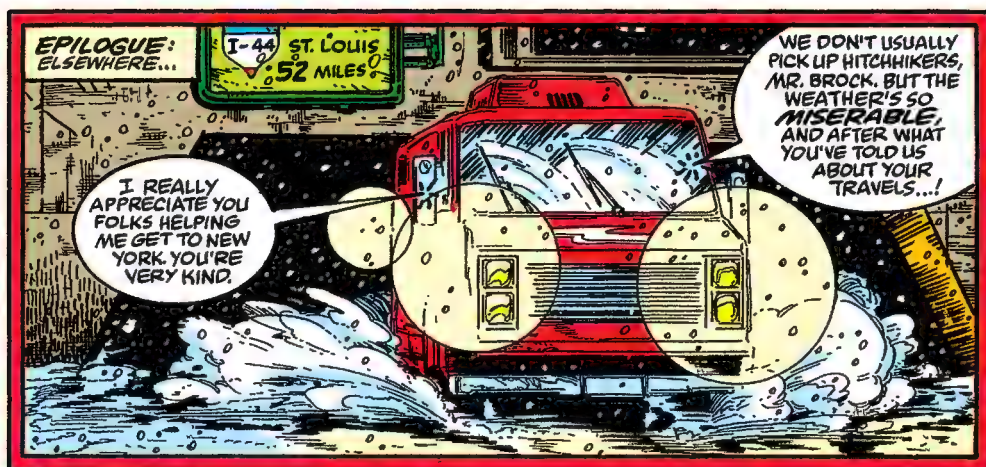
GOOD.











NEXT  
ISSUE:

**BITES!**



RURAL MISSOURI, JUST OFF I-44.

TRUCKSTOPS HAVE THE BEST FOOD AROUND, HON! THAT'S WHY ALL THE TRUCKERS EAT HERE!

ON'S DINER

RIGHT, MR. BROCK?

UH, SURE, CHUCK.

NOTE: THIS STORY TAKES PLACE BETWEEN AMAZING SPIDER-MAN #s 315 & 316. --DANNY

ACTUALLY, THEY STOP HERE 'CAUSE THE LOTS ARE BIG ENOUGH FOR THEIR 18-WHEELERS! BUT WHY ARGUE?

THESE FOLKS WERE NICE ENOUGH TO GIVE ME A RIDE, AND I DON'T WANT ANYTHING TO SPOIL THEIR--

OPEN

PAT'EM DOWN, JAKE! THEY MAKE ONE STUPID MOVE--

--KILL'EM ALL!

STAN LEE PRESENTS

# VENOM

## IN THE TRUCKSTOP of DOOM!

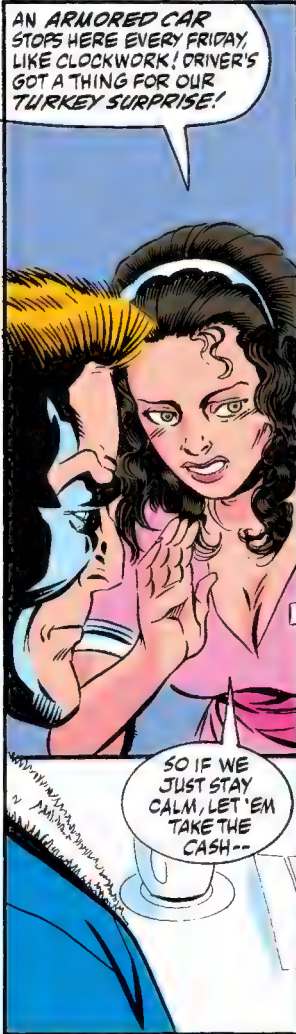
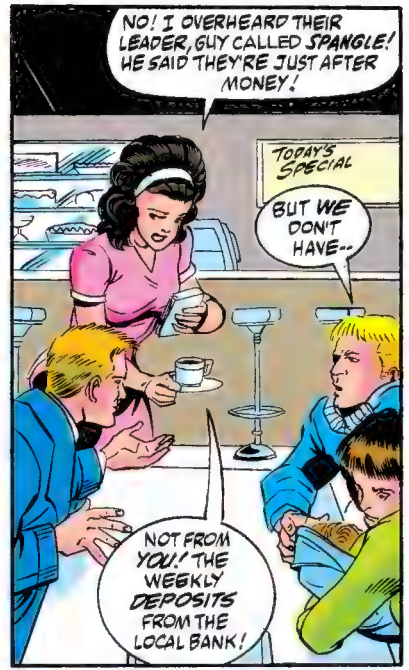
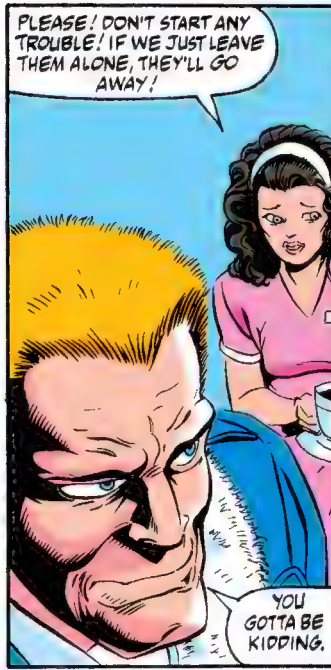
DONUT JCP 50

SERVING NO MOUNTAIN OYSTERS!

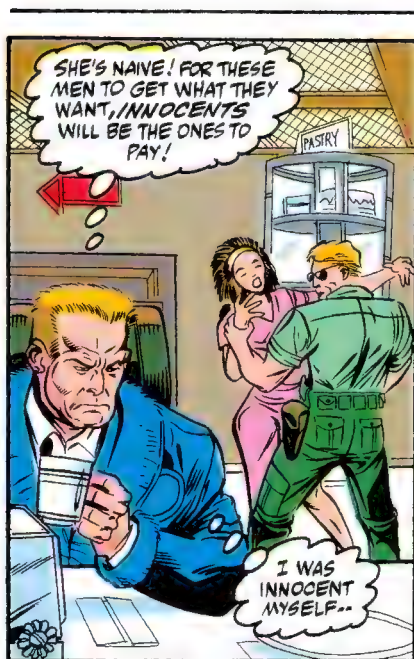
WHAT TH--?

DAVID MICHELINIE	PARIS CULLINS	BUD LAROSA
WRITER	PENCILER	INKER
PARKER TINSLEY	DANNY FINGEROTH	TOM DEFALCO
LETTERER	COLORIST	EDITOR IN CHIEF









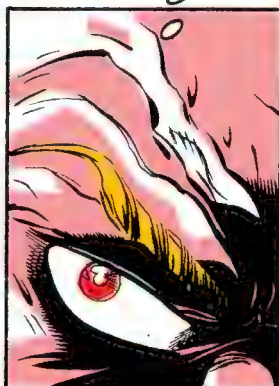
SHE'S NAIVE! FOR THESE MEN TO GET WHAT THEY WANT, INNOCENTS WILL BE THE ONES TO PAY!

I WAS INNOCENT MYSELF..



-- BEFORE SPIDER-MAN SHATTERED MY LIFE! PERHAPS...

...I SHOULD HELP..

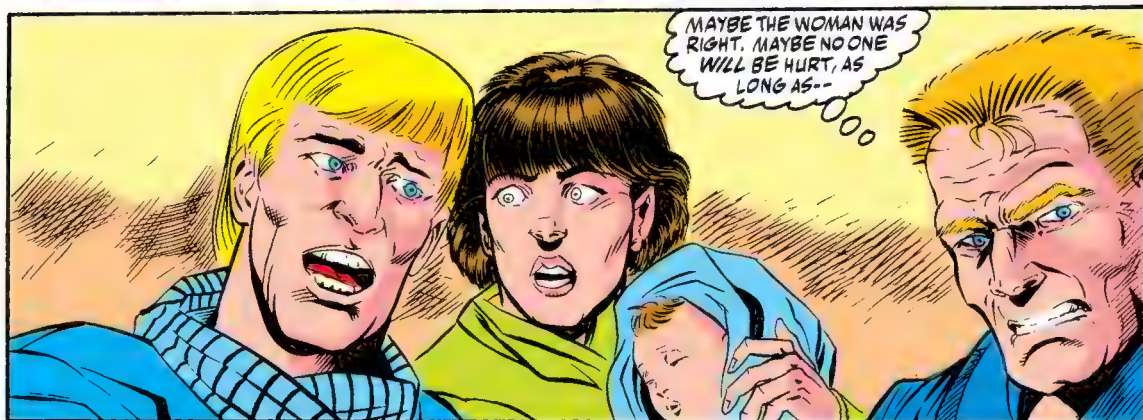


-- CALL ON THE ALIEN SYMBIOTE THAT'S JOINED WITH ME-- BECOME VENOM!



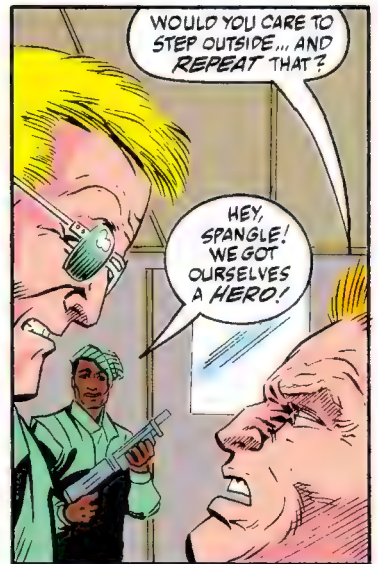
BUT... THAT WOULD REVEAL MY WHEREABOUTS TO THE AUTHORITIES, COMPROMISE MY PRIMARY MISSION:

GETTING TO NEW YORK TO DESTROY SPIDER-MAN!

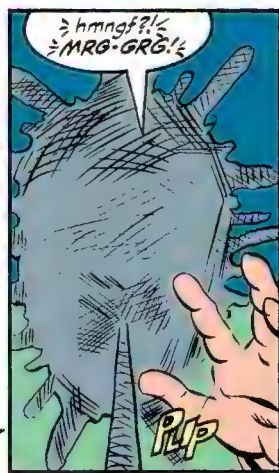
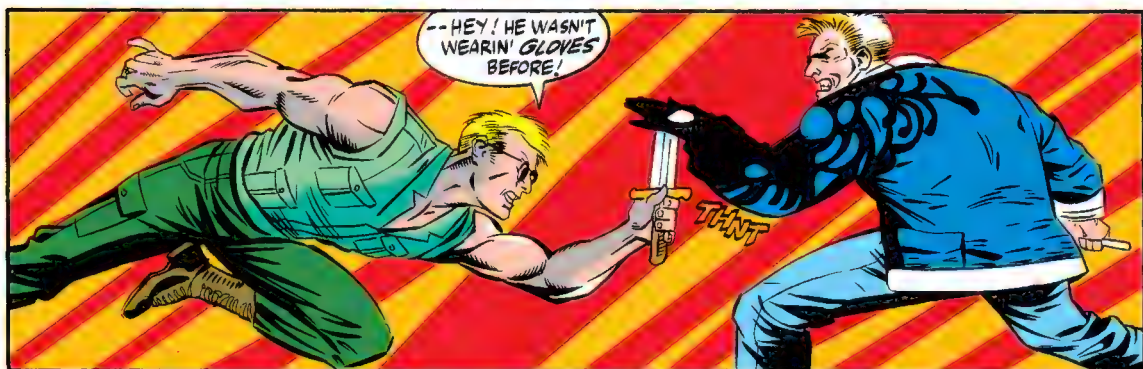


MAYBE THE WOMAN WAS RIGHT. MAYBE NO ONE WILL BE HURT, AS LONG AS--

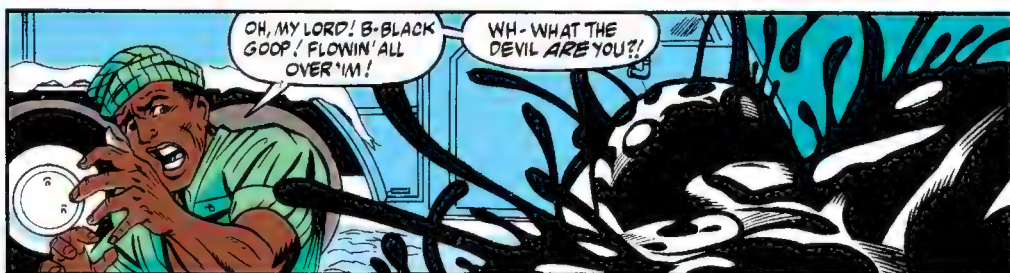
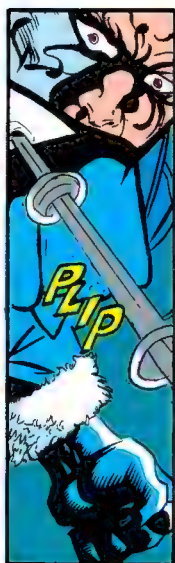
















WE'RE CALLED VENOM! AND WE'VE DECIDED TO PLAY THIS GAME--

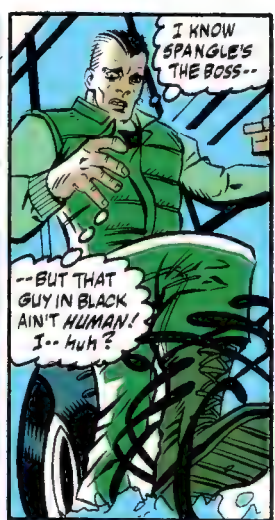
--BY OUR RULES!



HE'S HIDIN' BEHIND THE RIGS! SPREAD OUT!

B-BUT--!

DO IT!

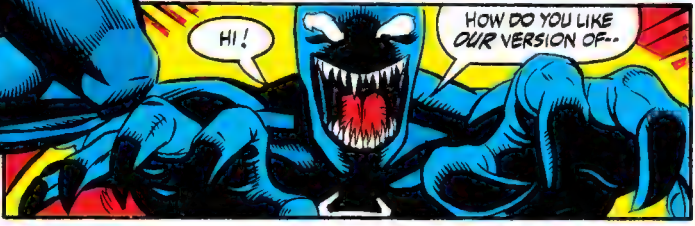


I KNOW SPANGLE'S THE BOSS--

--BUT THAT GUY IN BLACK AIN'T HUMAN! I-- huh?



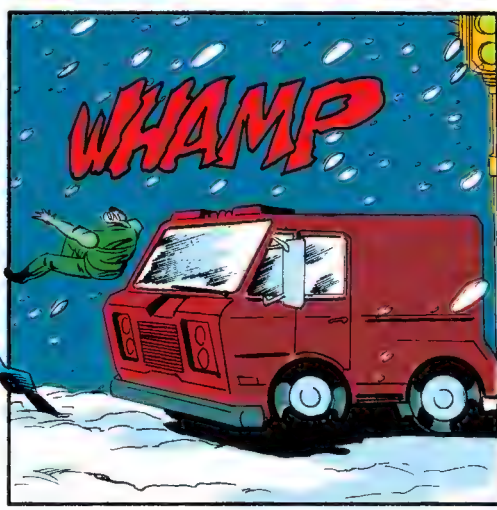
D-DRAGGIN' ME UNDER THE TRAILER! T-TOO STRONG--!



HI!

HOW DO YOU LIKE OUR VERSION OF--

--TURKEY SURPRISE!



CHRUNK

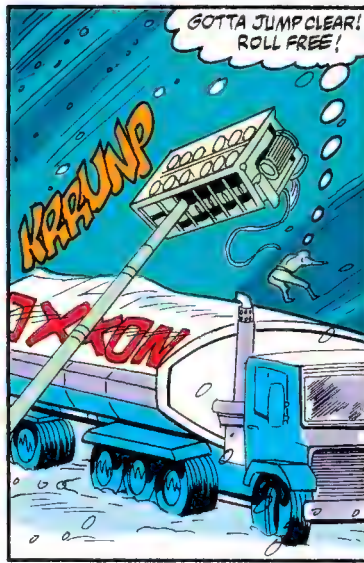
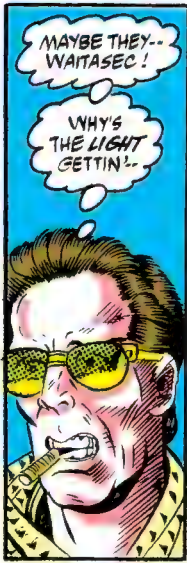




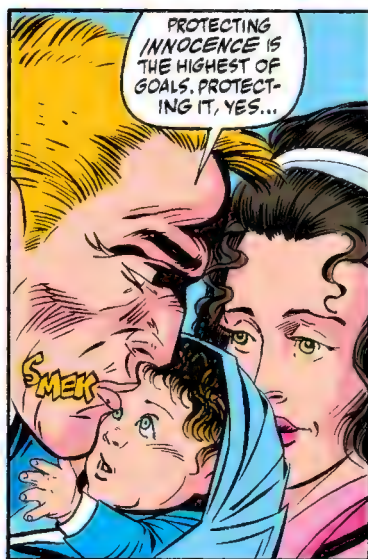
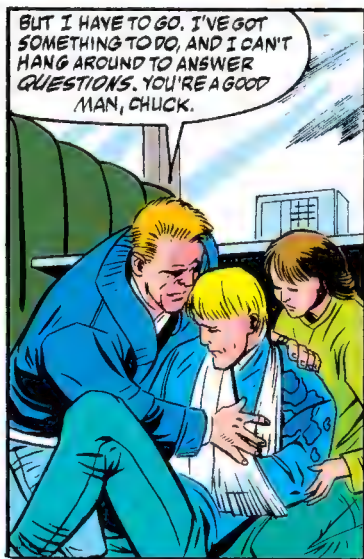
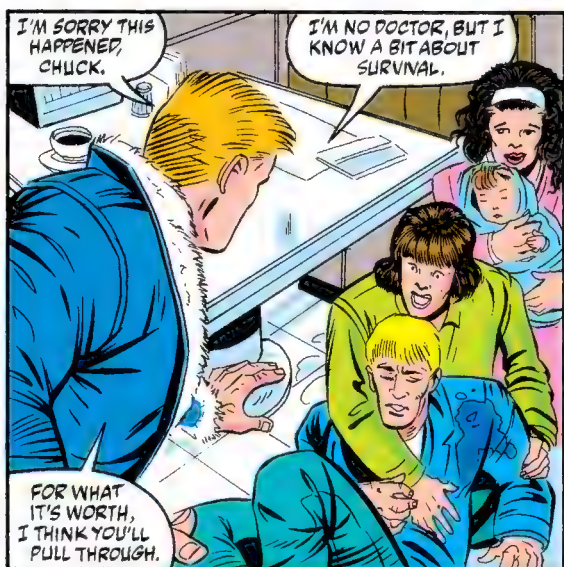
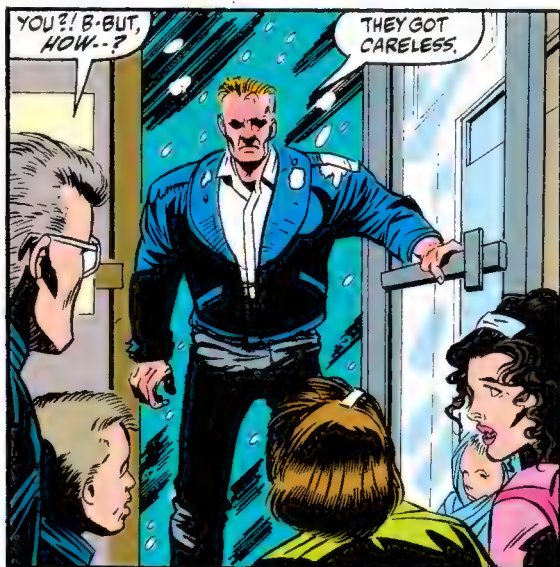
**SMASH!**














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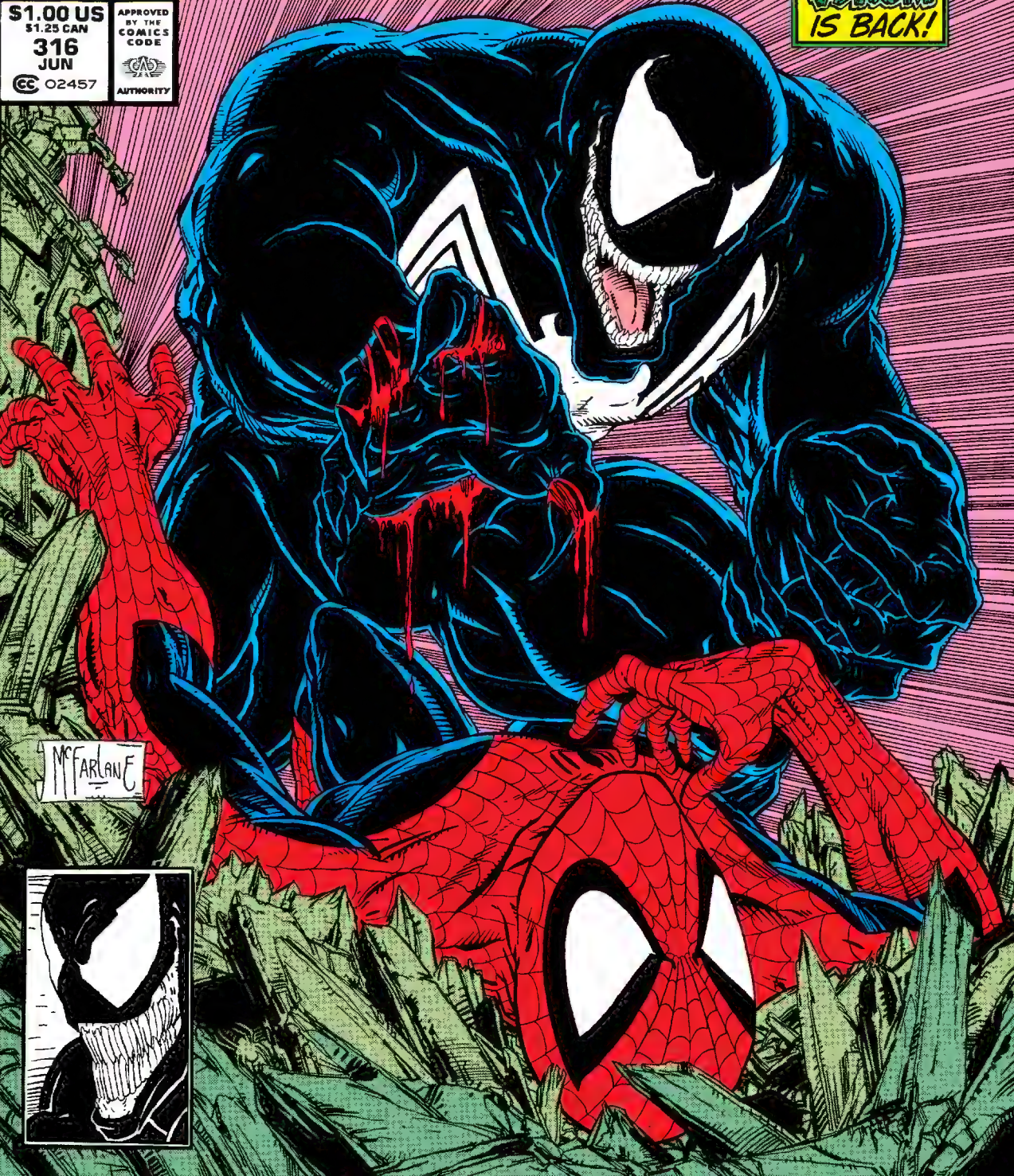
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THE NON-MUTANT SUPER HERO!

# the AMAZING SPIDER-MAN<sup>®</sup>

**VENOM**  
**IS BACK!**





Stan Lee PRESENTS: **THE AMAZING SPIDER-MAN®**

**NEW YORK CITY:** A LONG-FORSAKEN  
SUBWAY TUNNEL WHERE A LUCKLESS,  
SHELTER-SEEKING DERELICT IS ABOUT  
TO LEARN THAT--

-- **VENOM**  
RULES!



# DEAD MEAT

<b>DAVID</b> <b>MICHELINIE</b> WRITER	<b>TODD</b> <b>McFARLANE</b> ARTIST	<b>RICK</b> <b>PARKER</b> LETTERER	<b>BOB</b> <b>SHAREN</b> COLORIST	<b>JIM</b> <b>SALICRUP</b> EDITOR	<b>TOM</b> <b>DeFALCO</b> EDITOR IN CHIEF
---	---	--	---	---	---



I'M DISAPPOINTED. I THOUGHT I'D HAVE THESE FORGOTTEN PASSAGeways TO MYSELF!

I-I WON'T TELL NO ONE I SAW YA, MISTER! H-HONEST--!

YOUR EYES LIE.

YOUR MOUTH WILL FOLLOW.

WATCH.

PLP

SEE HOW THE RAT STRUGGLES IN MY AIRTIGHT WEBBING? AND HOW, WHEN I EXTRACT THE OXYGEN FROM THAT MASS--

--THOSE STRUGGLES QUICKLY CEASE?

I HAVE MORE WEBBING, YOU KNOW.

LOTS MORE.

3 GULPE I-I WON'T SAY A WORD!

I BELIEVE YOU.

NOW.



WE ARE  
SECURE.

THOUGH HAVING ESCAPED *ONE*  
CATACOMB MERE DAYS AGO,\*  
SOME MIGHT THINK IT ODD THAT  
WE SHOULD CHOOSE *ANOTHER*  
AS SANCTUARY!

KEEP  
OUT

\* THE GOVERNMENT'S SUPER-PRISON, THE  
VAULT, LAST ISSUE. -- J.S.

WE HAVE OUR  
REASONS.

**K'CHANK**

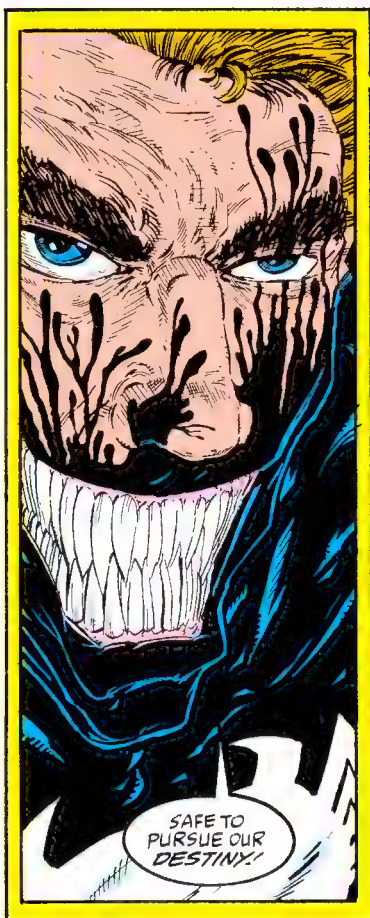
FOR WHEN I WAS MERELY  
**EDDIE BROCK**, REPORTER  
FOR THE **DAILY GLOBE**, I  
DISCOVERED THESE **FALLOUT**  
**SHELTERS** WHILE RESEARCH-  
ING A STORY ON GOVERNMENT  
WASTE.

THEY HAD BEEN BUILT SECRETLY  
FOR HIGH-RANKING OFFICIALS  
IN THE 1950'S-- AT TAXPAYER  
EXPENSE-- BUT WERE ABAN-  
DONED AND SEALED WHEN  
THE **COLD WAR** WENT  
AWAY.

RECORDS OF THEIR  
EXISTENCE HAD BEEN  
DESTROYED, AND IT WAS  
ONLY THROUGH EXTRA-  
ORDINARY PERSEVERANCE  
THAT I WAS ABLE TO  
FERRET THEM OUT.

WE WILL  
BE SAFE  
HERE.

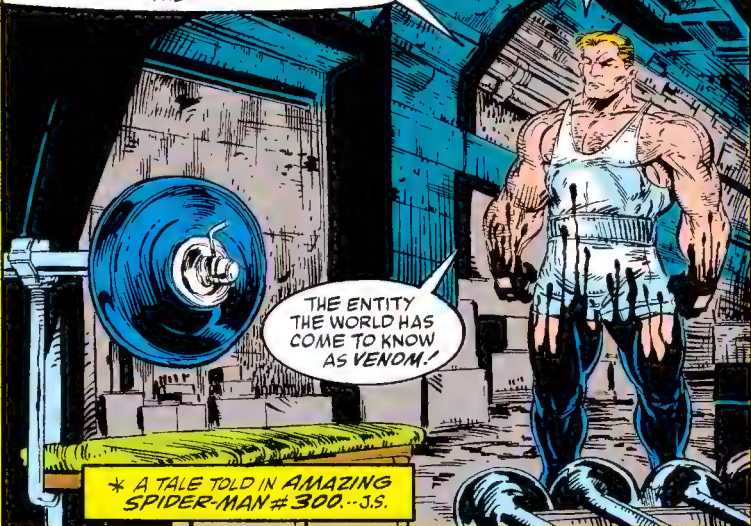




SAFE TO  
PURSUE OUR  
DESTINY!

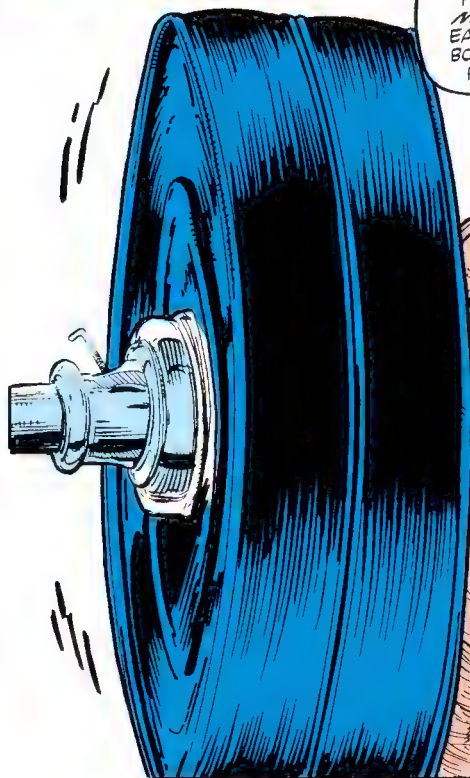
A DESTINY BEGUN WHEN *SPIDER-MAN*  
DESTROYED MY LIFE! \* I SOUGHT SOLACE  
IN SUICIDE, BUT YOU STOPPED ME, MY  
EBON FRIEND. YOU SAVED ME. JOINED  
ME.

AND OUR SHARED HATRED FOR  
THAT WALL-CRAWLING MONSTER  
MADE US ONE.



THE ENTITY  
THE WORLD HAS  
COME TO KNOW  
AS VENOM!

\* A TALE TOLD IN *AMAZING  
SPIDER-MAN* # 300...J.S.



NOW, WE MUST PREPARE.  
THESE WEIGHTS ARE  
RUSTED, DUST-COVERED.  
BUT THEY WILL SUFFICE.

FOR WHILE *YOUR*  
POWER IS INHERENT,  
*MY* MUSCLES MUST BE  
EARNED! AND WE MUST  
BOTH BE AT OUR FULLEST  
POSSIBLE STRENGTH--



-- SO THAT  
WE MAY RIP  
SPIDER-MAN INTO  
THE SMALLEST  
POSSIBLE  
PIECES!



SPEAK OF THE DEVIL, AND YOU'LL HEAR THE RUSTLE OF HIS WINGS.

OR IN THIS CASE, THE CLICK OF HIS SHUTTER!

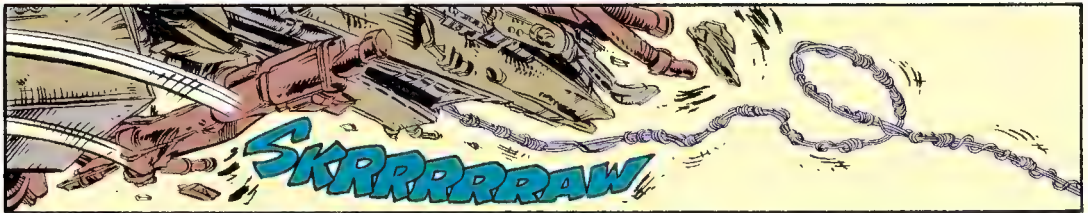
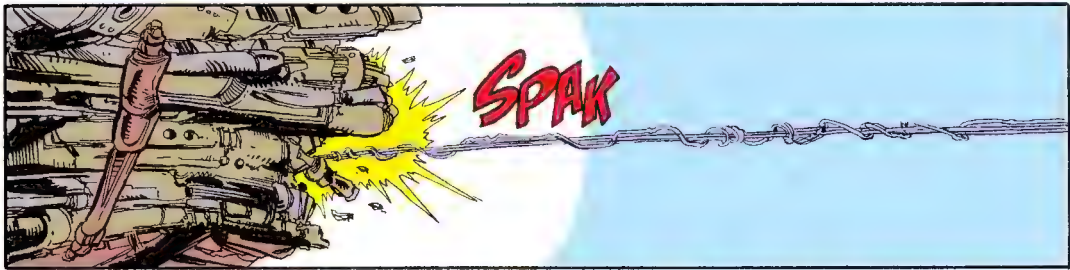
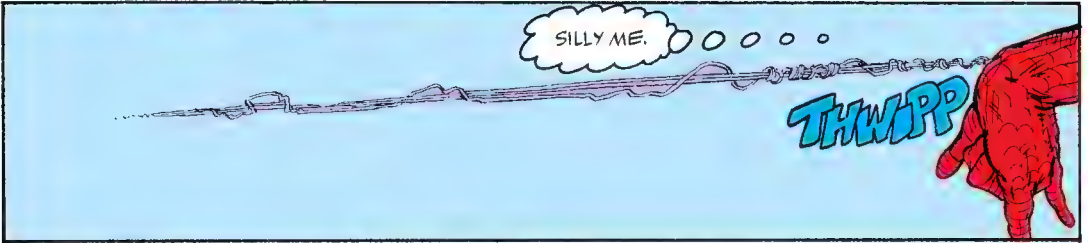
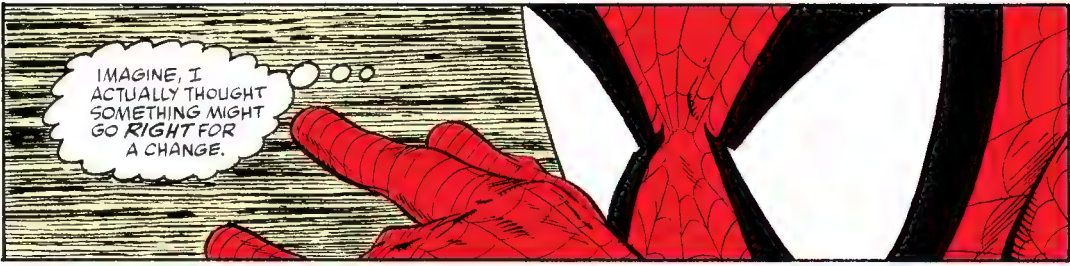
MY CAMERA HAS AN "AUTOMATIC" SETTING. IT SHOULD BE TAKING PICTURES WHILE I HELP THE GOOD GUYS!

BUT I'VE SEARCHED ALL MORNING FOR ACTION I COULD PHOTOGRAPH BUT NOT GET INVOLVED IN. AND NOW THAT I'VE FOUND IT--

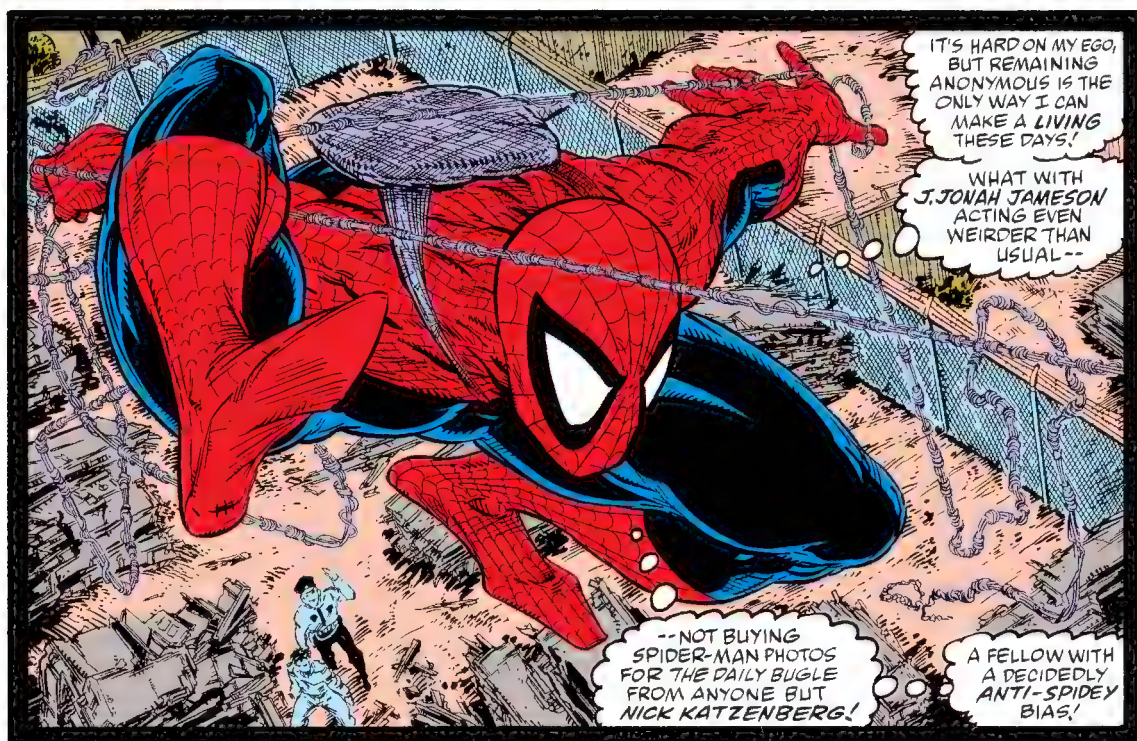
-- I'D BETTER TAKE ADVANTAGE OF IT! BESIDES, THE POLICE SHOULDN'T HAVE ANY TROUBLE NABBING THAT BANK ROBBER. I MEAN, IT'S NOT LIKE HE HAD A GUN OR--

W...NUTS.







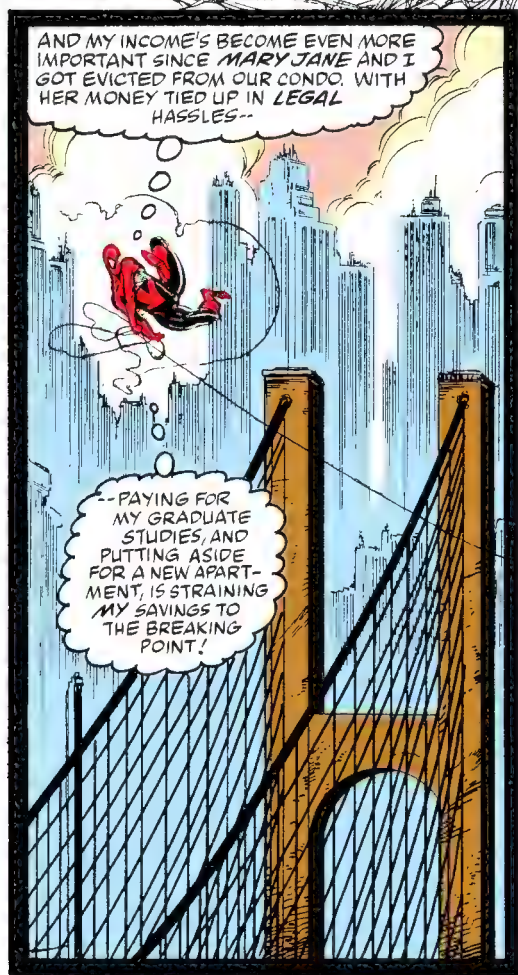


IT'S HARD ON MY EGO,  
BUT REMAINING  
ANONYMOUS IS THE  
ONLY WAY I CAN  
MAKE A LIVING  
THESE DAYS!

WHAT WITH  
J. JONAH JAMESON  
ACTING EVEN  
WEIRDER THAN  
USUAL--

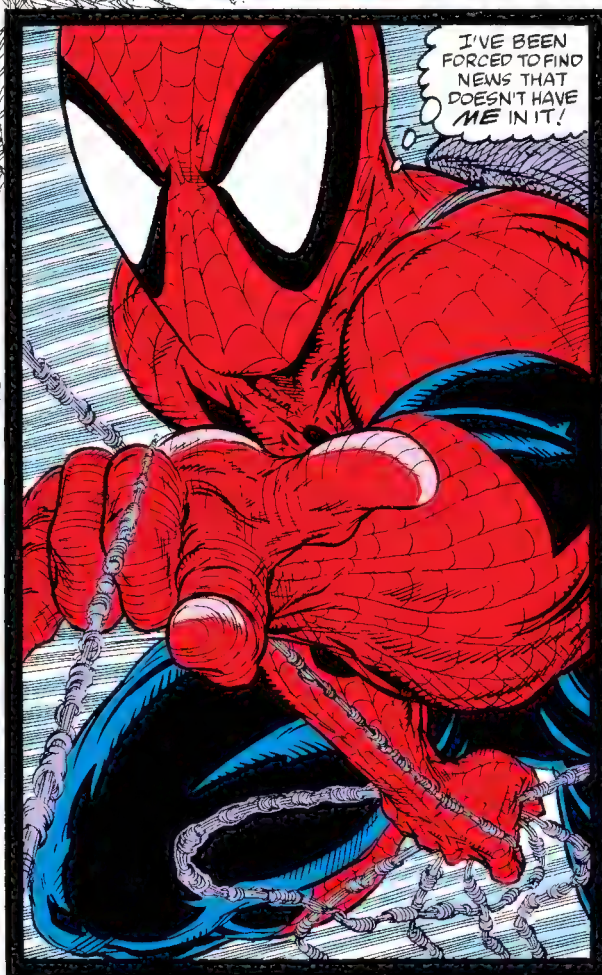
--NOT BUYING  
SPIDER-MAN PHOTOS  
FOR THE DAILY BUGLE  
FROM ANYONE BUT  
NICK KATZENBERG!

A FELLOW WITH  
A DECIDEDLY  
ANTI-SPIDEY  
BIAS!



AND MY INCOME'S BECOME EVEN MORE  
IMPORTANT SINCE *MARY JANE* AND I  
GOT EVICTED FROM OUR CONDO. WITH  
HER MONEY TIED UP IN LEGAL  
HASSLES--

--PAYING FOR  
MY GRADUATE  
STUDIES, AND  
PUTTING ASIDE  
FOR A NEW APART-  
MENT, IS STRAINING  
MY SAVINGS TO  
THE BREAKING  
POINT!

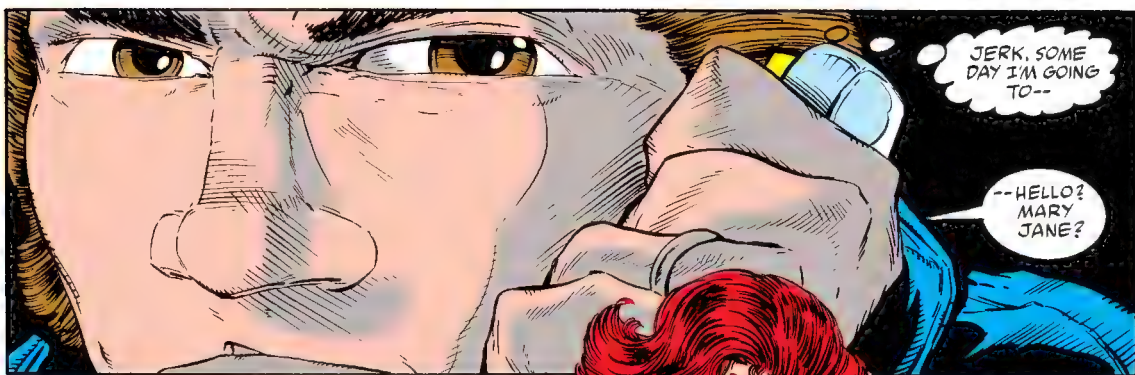


I'VE BEEN  
FORCED TO FIND  
NEWS THAT  
DOESN'T HAVE  
ME IN IT!



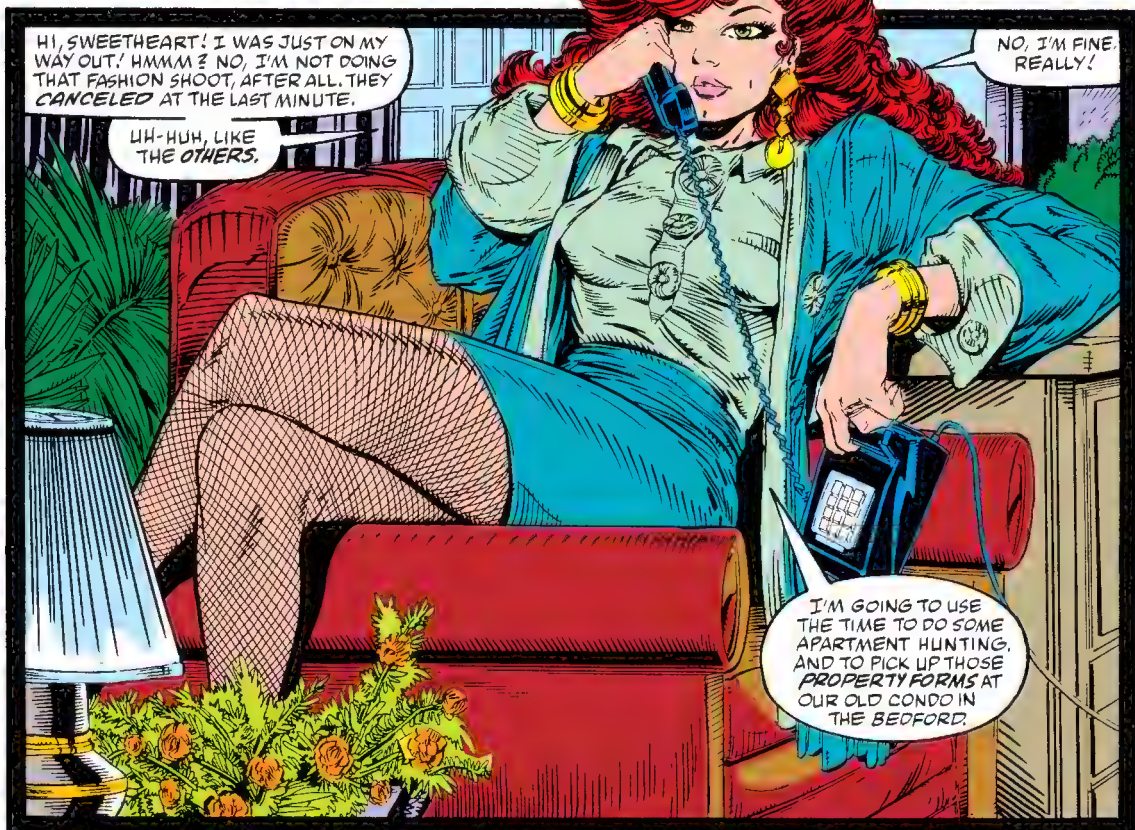






JERK. SOME DAY I'M GOING TO--

--HELLO? MARY JANE?

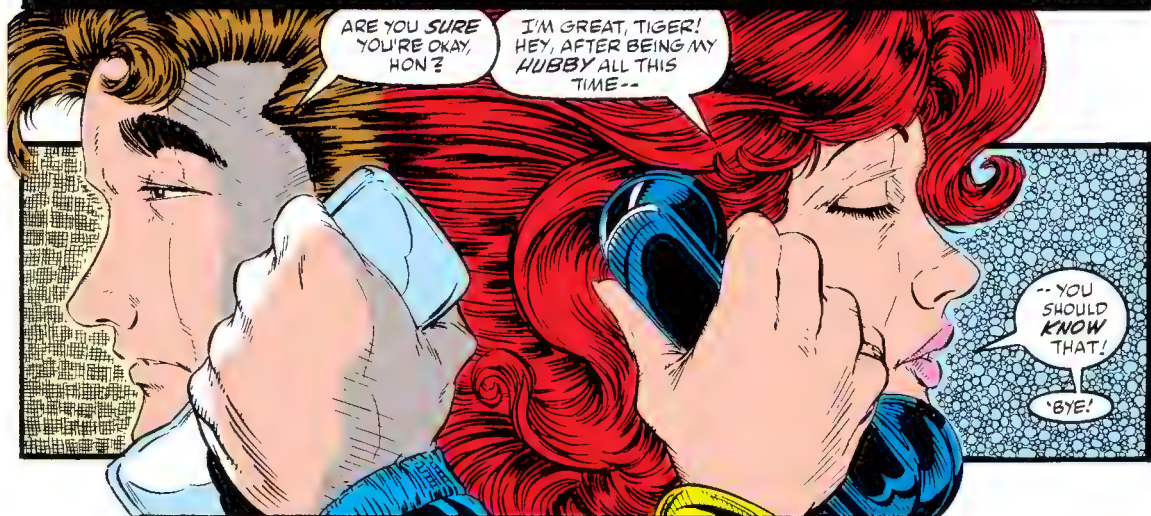


HI, SWEETHEART! I WAS JUST ON MY WAY OUT! HMMM? NO, I'M NOT DOING THAT FASHION SHOOT, AFTER ALL. THEY CANCELED AT THE LAST MINUTE.

UH-HUH, LIKE THE OTHERS.

NO, I'M FINE. REALLY!

I'M GOING TO USE THE TIME TO DO SOME APARTMENT HUNTING, AND TO PICK UP THOSE PROPERTY FORMS AT OUR OLD CONDO IN THE BEDFORD.



ARE YOU SURE YOU'RE OKAY, HON?

I'M GREAT, TIGER! HEY, AFTER BEING MY HUBBY ALL THIS TIME--

-- YOU SHOULD KNOW THAT!

'BYE!



MJ'S A REAL TROUPE. SHE'S WORRIED ABOUT THE **DOWNSWING** HER MODELING CAREER HAS TAKEN, AND FEELS BAD THAT WE WERE EVICTED BECAUSE SOME JEALOUS LUNATIC HAD A **CRUSH** ON HER. BUT SHE'S REALLY HIDING IT--

--EH? **SPIDER-SENSE!** USUALLY WARNS OF DANGER!

BUT LATELY IT'S BEEN BUZZING WHEN GLORY'S NEW BOYFRIEND IS AROUND!

SURE WISH I KNEW WHY.\*

\* PERHAPS BECAUSE HE'S A WEREWOLF! SEE CURRENT ISSUES OF **SPECTACULAR SPIDER-MAN** FOR DETAILS.--J.S.

BUT WHILE PETER PARKER PONDERS, A LITHE FORM LEAPS FROM AN UPPER WEST-SIDE ROOF--TOP--

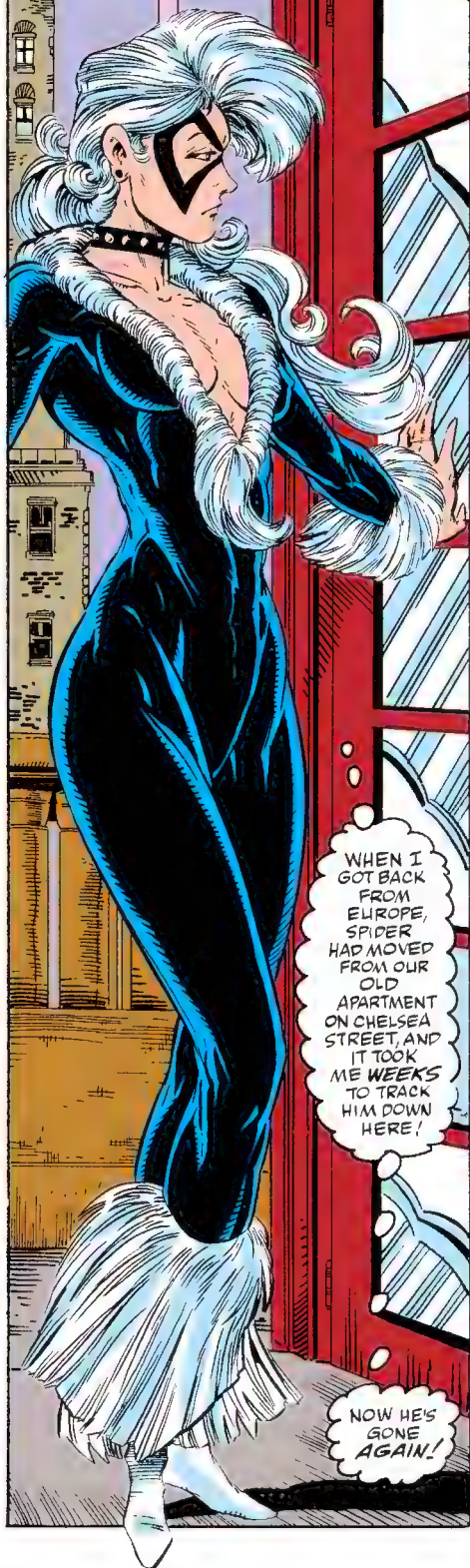


--LANDING ON A BALCONY AT THE BEDFORD TOWERS, A TERRACE ONCE USED BY SPIDER-MAN FOR CLANDESTINE ENTRY, AND NOW USED BY--

-- THE BLACK CAT!

NO FURNITURE? HE'S MOVED OUT?!

BLAST!



WHEN I GOT BACK FROM EUROPE, SPIDER HAD MOVED FROM OUR OLD APARTMENT ON CHELSEA STREET, AND IT TOOK ME WEEKS TO TRACK HIM DOWN HERE!

NOW HE'S GONE AGAIN!



WE WERE IN LOVE, BUT I FLEW THE COOP, EVEN THOUGH I'D LOST MY **BAD LUCK** POWERS, AND KNEW THEY WOULDN'T BE A DANGER TO SPIDER!

I GOT MIXED UP WITH THAT SNAKE CALLED **THE FOREIGNER** FOR A WHILE, BUT NOW I KNOW THAT SPIDER AND I WERE **MEANT** TO BE TOGETHER IF ONLY I CAN FIND--

SPIDER...?

NO! COSTUME'S RIGHT, BUT HE'S TOO BIG! TOO...

...EVIL!

WHERE IS HE?

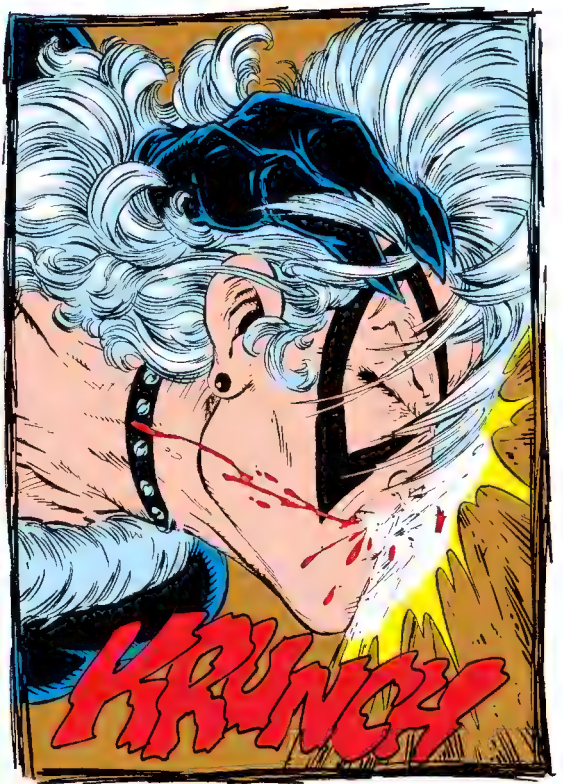
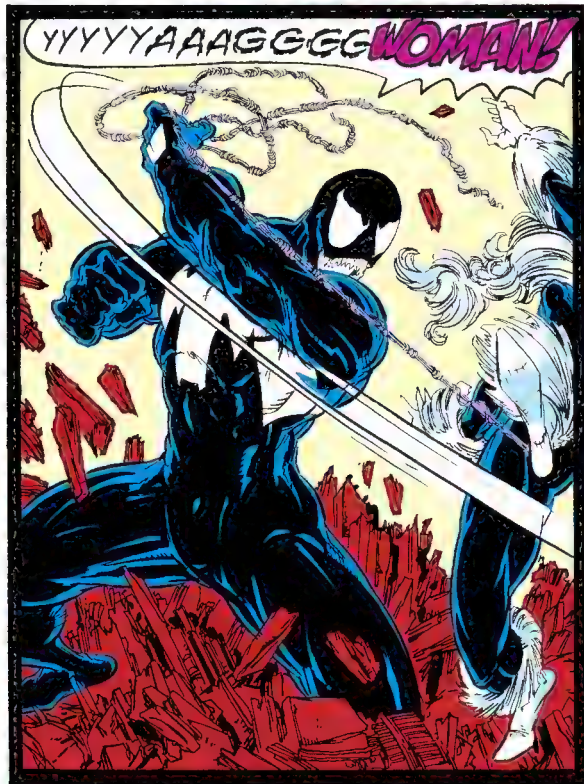
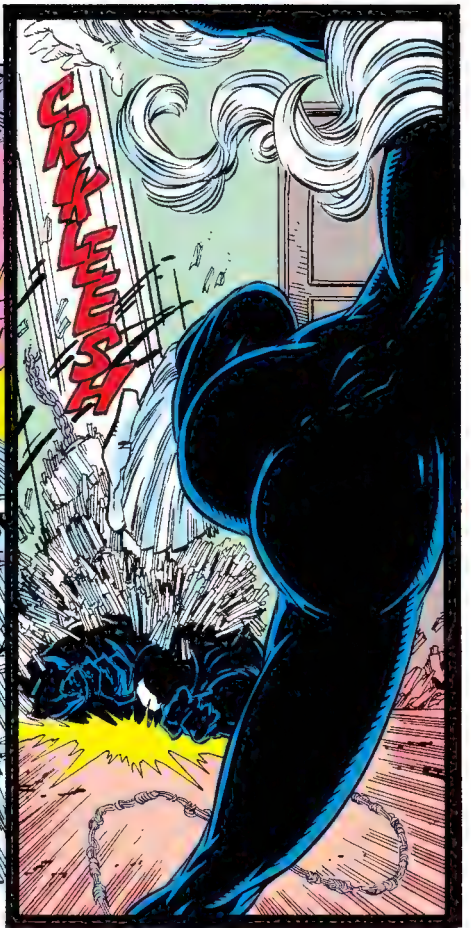
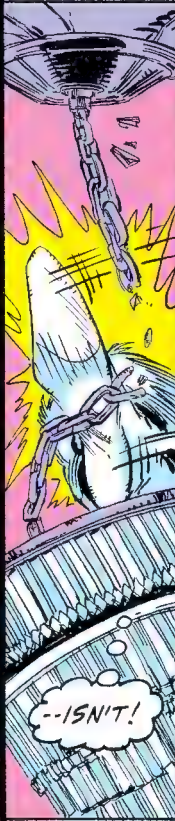
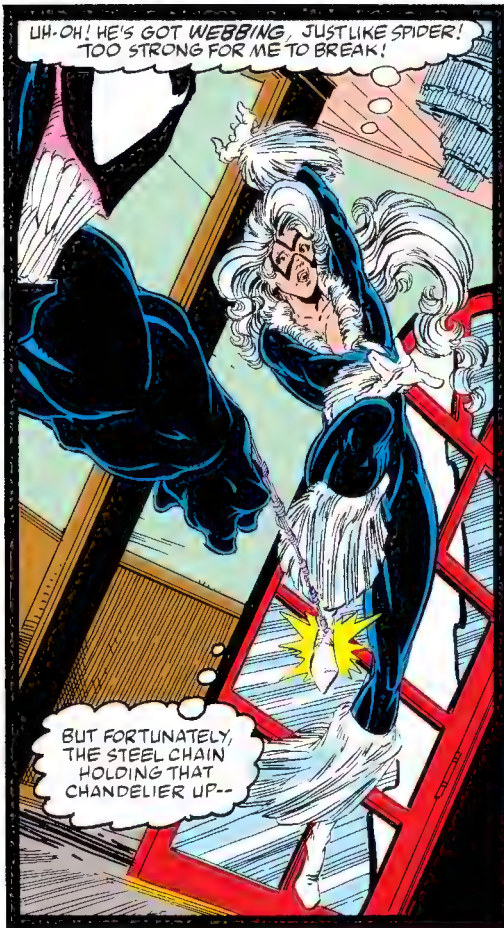
PARKER'S FLED HIS LAIR, BUT YOU KNOW **WHO** HE IS--YOU MUST KNOW **WHERE** HE IS!

TELL ME!

THE ONLY THING I'M TELLIN' YOU, BUSTER, IS **WHERE TO GO!**

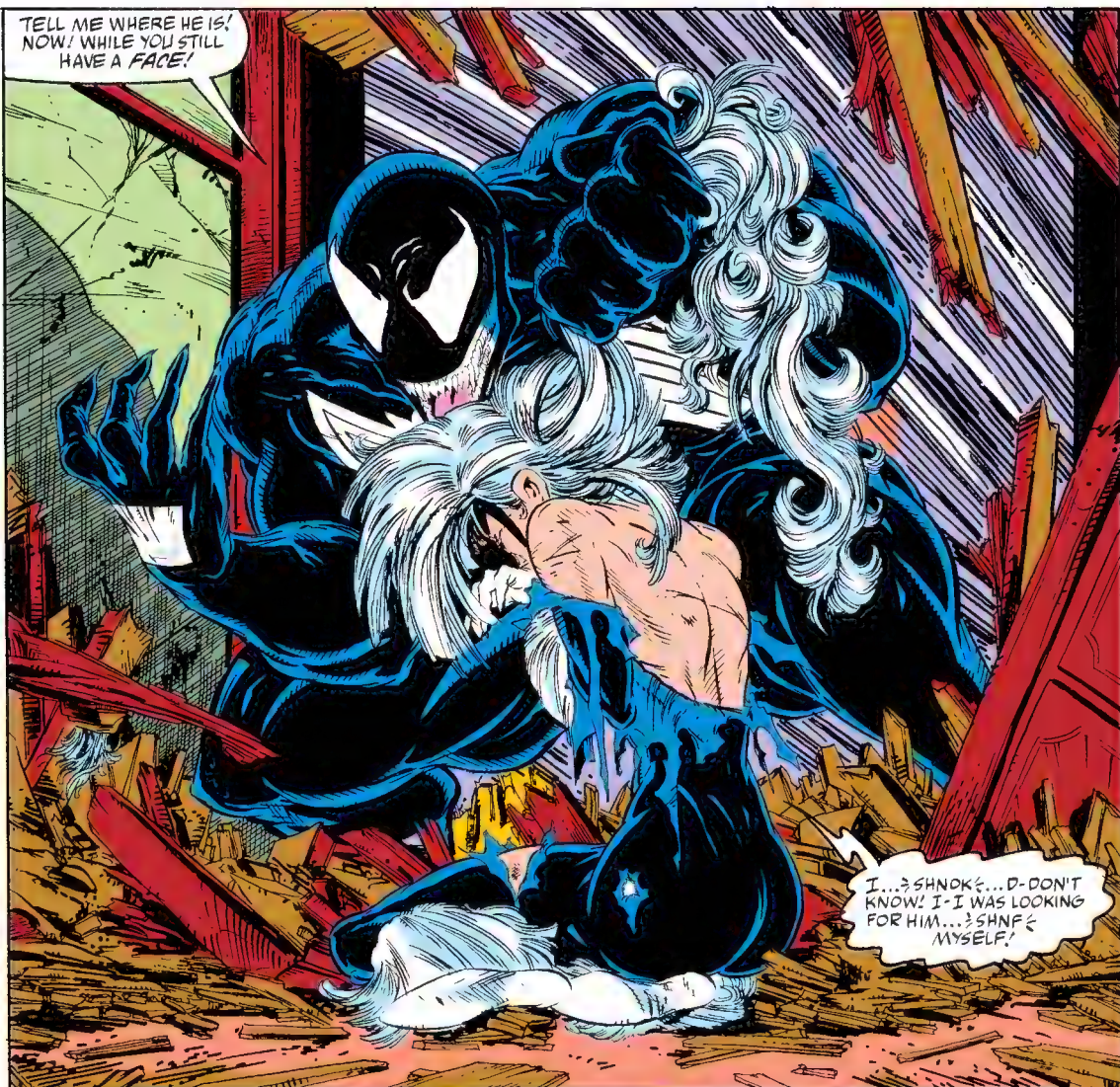
AND I **DON'T** THINK YOU'LL LIKE IT!







TELL ME WHERE HE IS!  
NOW! WHILE YOU STILL  
HAVE A FACE!



I...SHNOK?...D-DON'T  
KNOW! I-I WAS LOOKING  
FOR HIM...SHNF<  
MYSELF!

YES, YOUR EYES  
DON'T LIE!

NO  
MATTER.

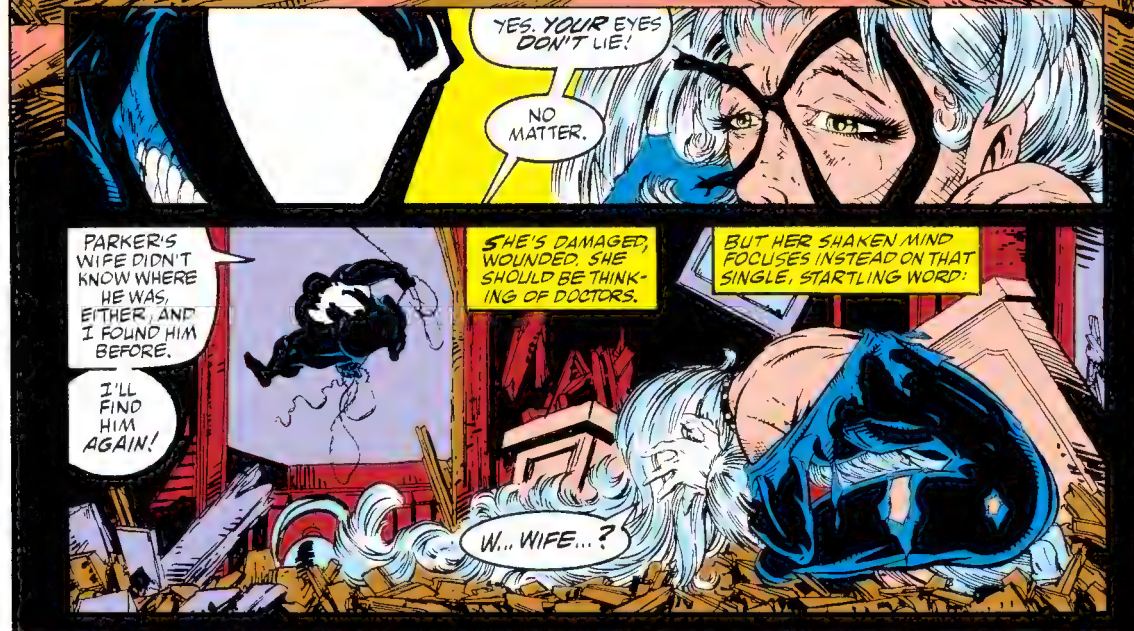
PARKER'S  
WIFE DIDN'T  
KNOW WHERE  
HE WAS,  
EITHER, AND  
I FOUND HIM  
BEFORE.

I'LL  
FIND  
HIM  
AGAIN!

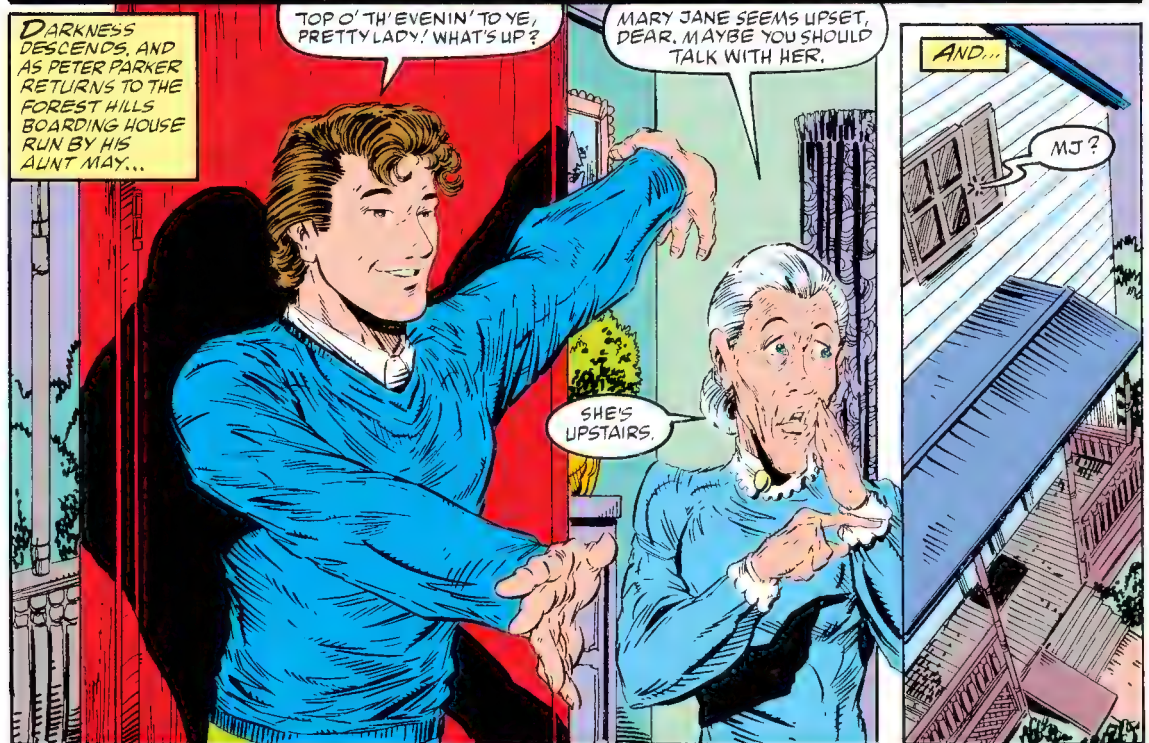
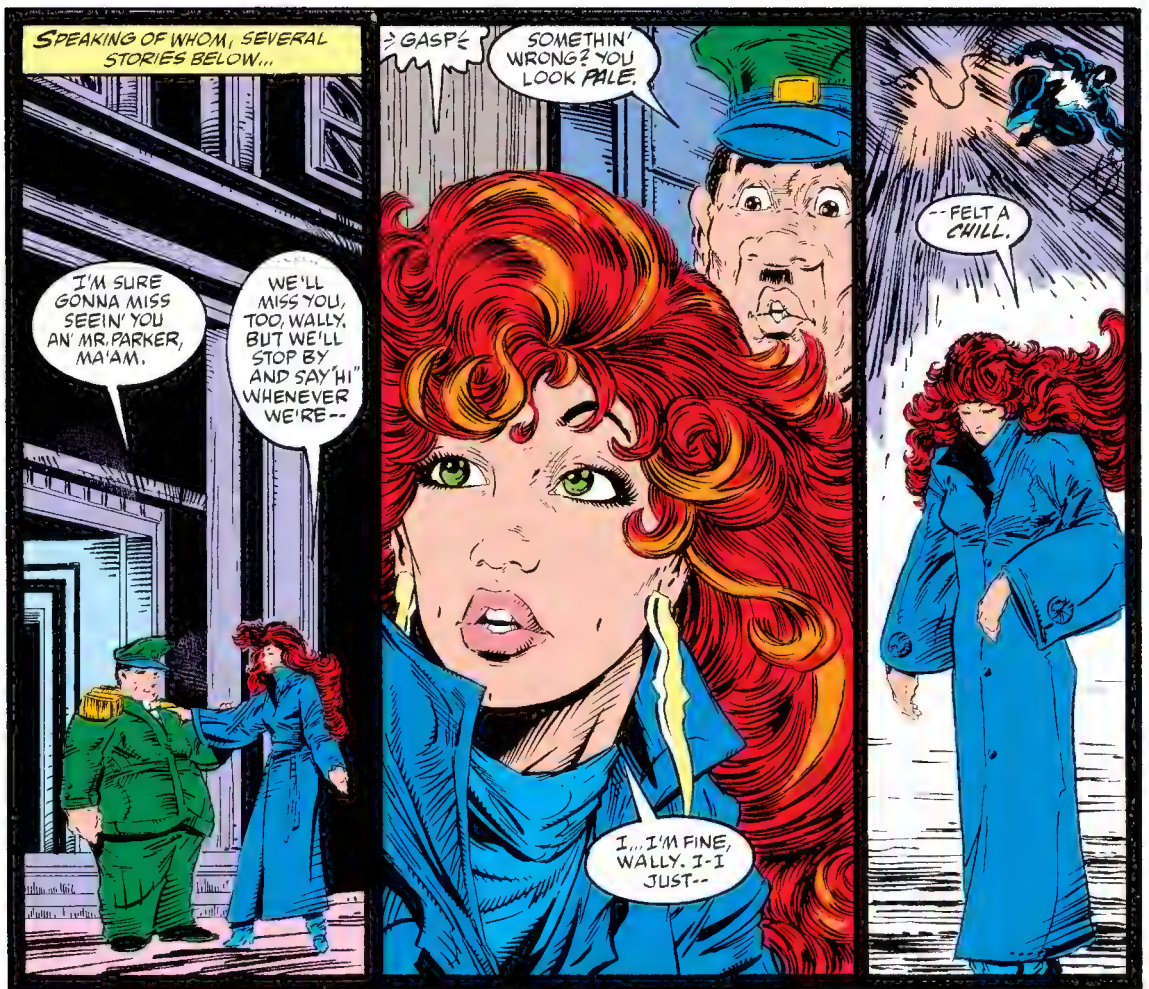
SHE'S DAMAGED,  
WOUNDED. SHE  
SHOULD BE THINK-  
ING OF DOCTORS.

BUT HER SHAKEN MIND  
FOCUSES INSTEAD ON THAT  
SINGLE, STARTLING WORD:

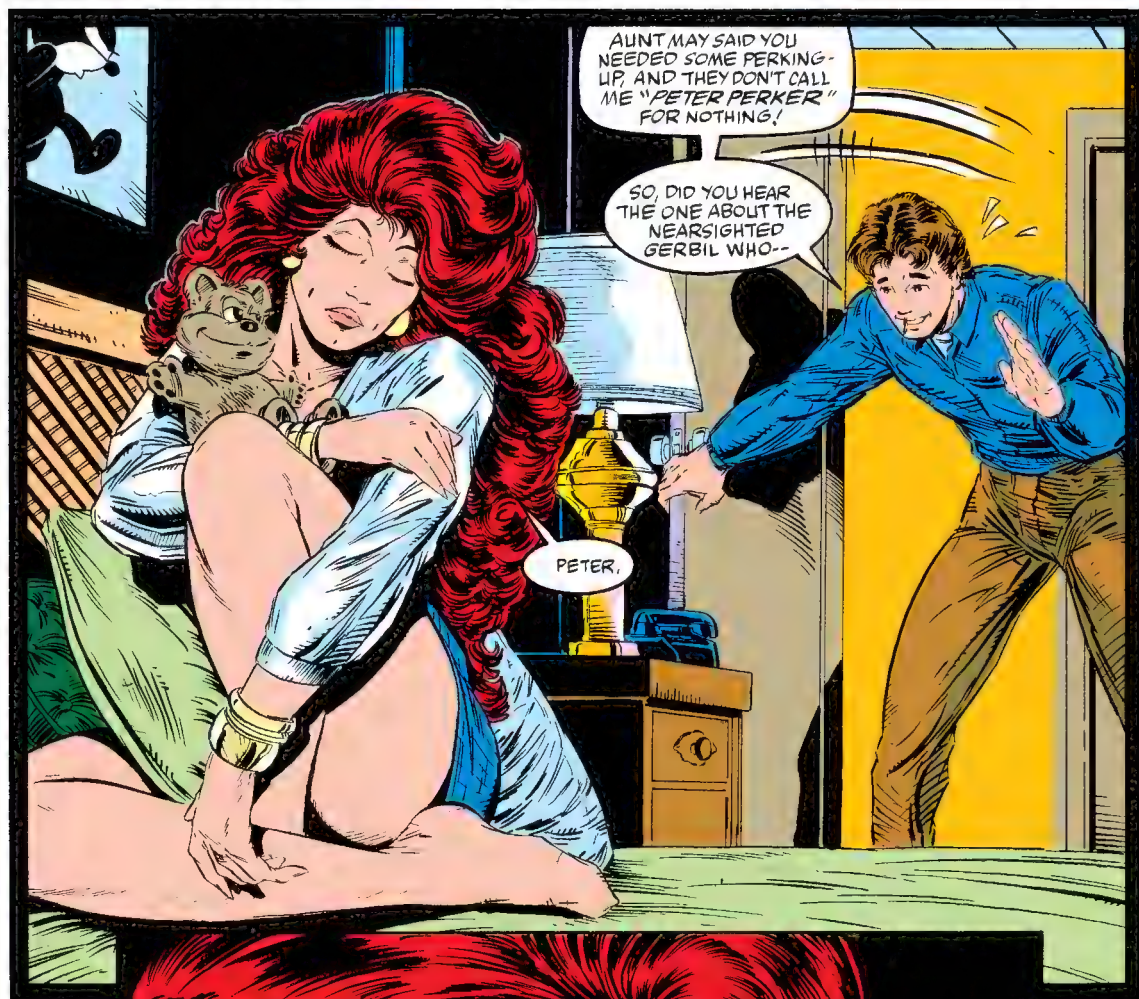
W... WIFE...?











JOVIALITY FADES SWIFTLY AS PETER LISTENS TO HIS WIFE'S STORY, A TERSE TALE OF BLACK-AND-WHITE HORROR SEEN SWINGING AWAY FROM THE BEDFORD TOWERS, HORROR THAT HAS A NAME:

VENOM! BUT HE'S SUPPOSED TO BE LOCKED AWAY!

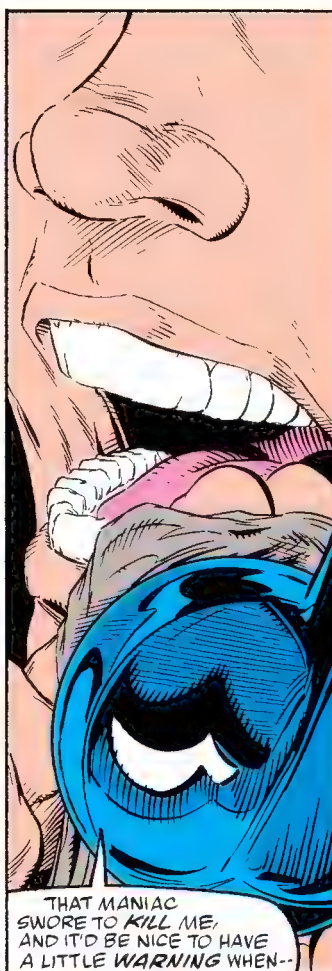
I'M GOING TO FIND OUT WHAT THE BLAZES IS GOING ON!



BUT CALLS TO GOVERNMENT AGENCIES ARE REFERRED TO OTHER AGENCIES, THEN OTHERS STILL...UNTIL FINALLY...

LOOK, I'M TIRED OF GETTING THE RUN-AROUND! I'M TELLING YOU THIS IS *SPIDER-MAN*, AND I WANT SOME ANSWERS!

LIKE WHY THE MEDIA HAVEN'T BEEN ALERTED THAT A NUT CASE CALLED *VENOM* ESCAPED FROM YOUR HIGHLY-TOUTED VAULT?



THAT MANIAC SWORE TO KILL ME, AND IT'D BE NICE TO HAVE A LITTLE WARNING WHEN--

-- WHAT? YOU WERE TRYING TO PREVENT PANIC?

YOU SUGGEST I FILL OUT A FORMAL COMPLAINT?!

WAIT--! DON'T YOU DARE PUT ME ON HOLD! DON'T--



HE FOUND US ON CHELSEA STREET. HE FOUND WHERE WE LIVED AT THE BEDFORD. WHAT IF HE FINDS US... HERE?



DON'T WORRY, MJ, VENOM WON'T HAVE TO FIND ME-- BECAUSE I'M GOING TO FIND HIM!





THUS, AS THE HOURS OF NIGHT CRAWL BY,  
SPIDER-MAN CRISSCROSSES MANHATTAN  
IN AN ALL-INCLUSIVE GRID.

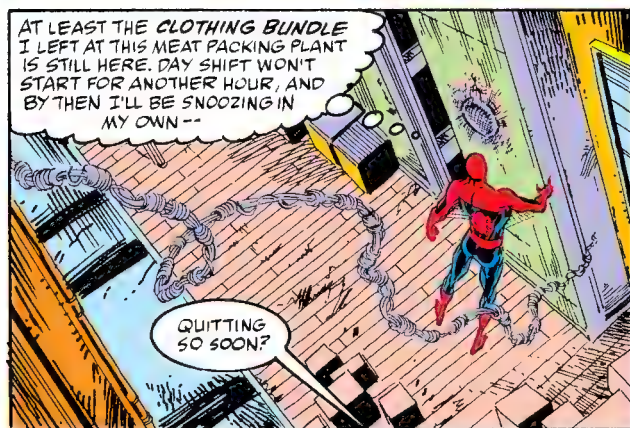
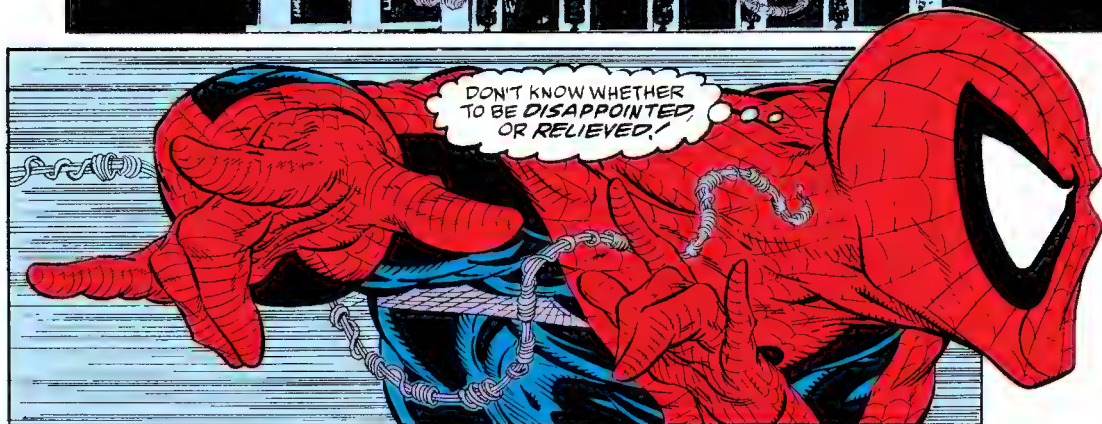
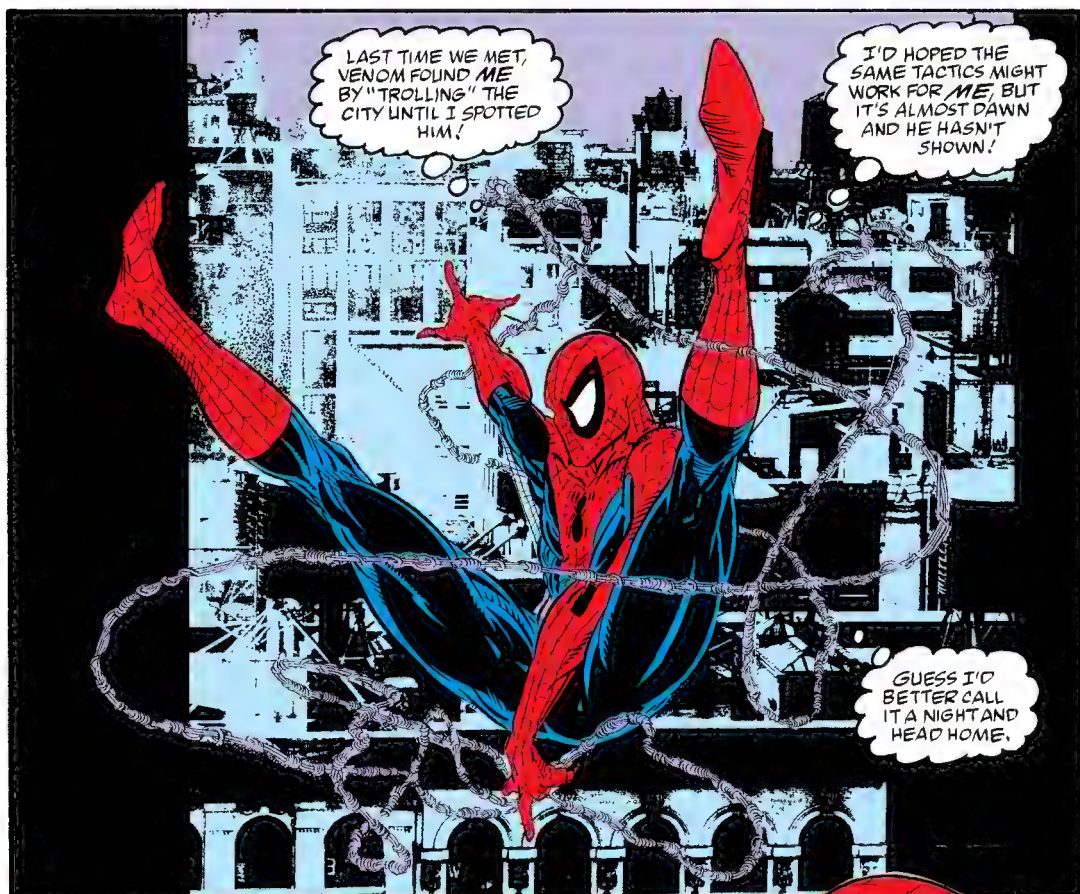
HE DOES NOT ENJOY  
HIMSELF.

MAYBE MARY JANE  
**SHOULD** WORRY. IF  
VENOM FINDS OUT  
WHERE WE'RE STAYING,  
HE COULD NOT ONLY PUT  
MJ IN DANGER, BUT  
COULD THREATEN ALINT  
MAY AND THE BOARDERS  
AS WELL!

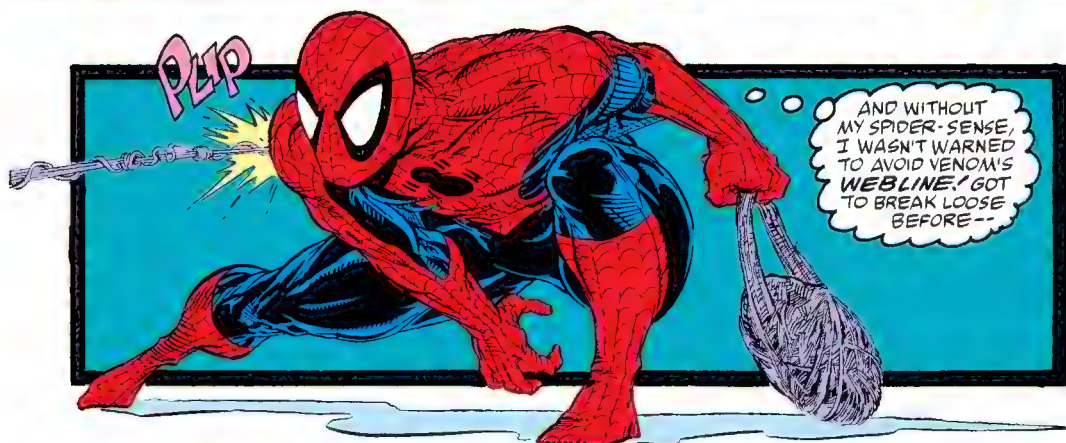
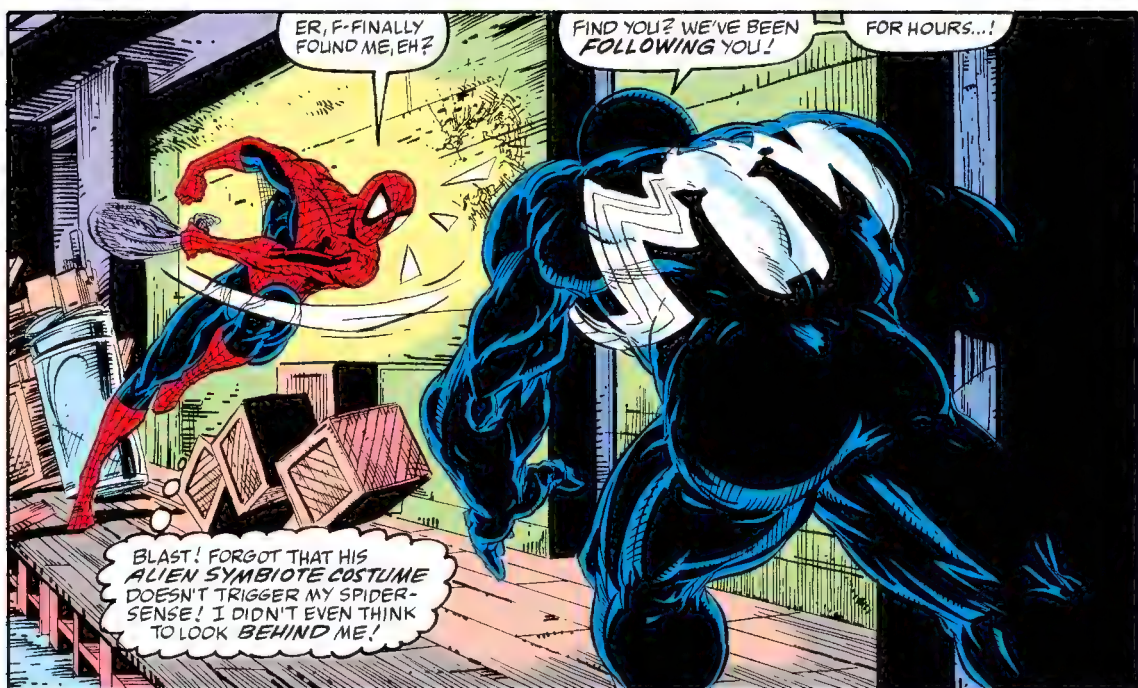
WHICH IS WHY I  
HAVE NO CHOICE...  
I HAVE TO TAKE  
THE FIGHT TO  
**HIM!**

BE A LOT  
EASIER IF I HAD  
THE SLIGHTEST  
IDEA WHERE  
HE **IS!**

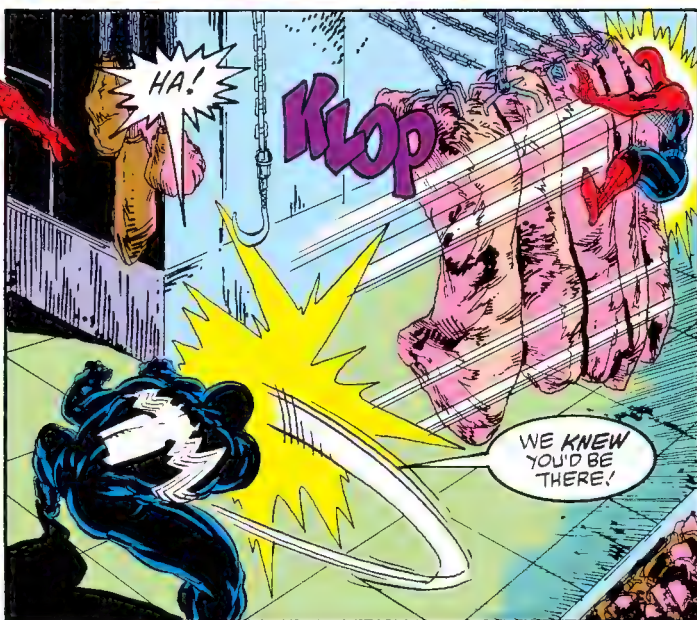
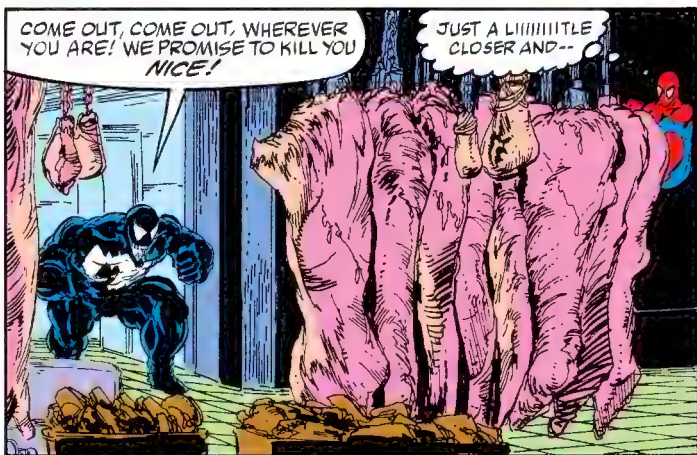
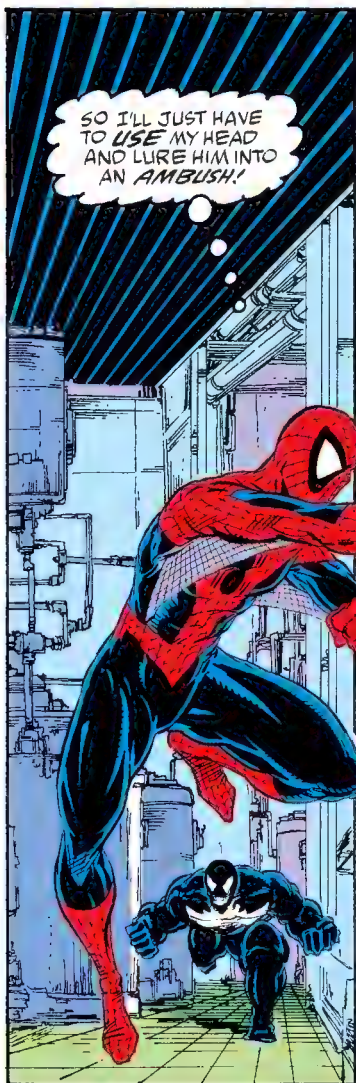
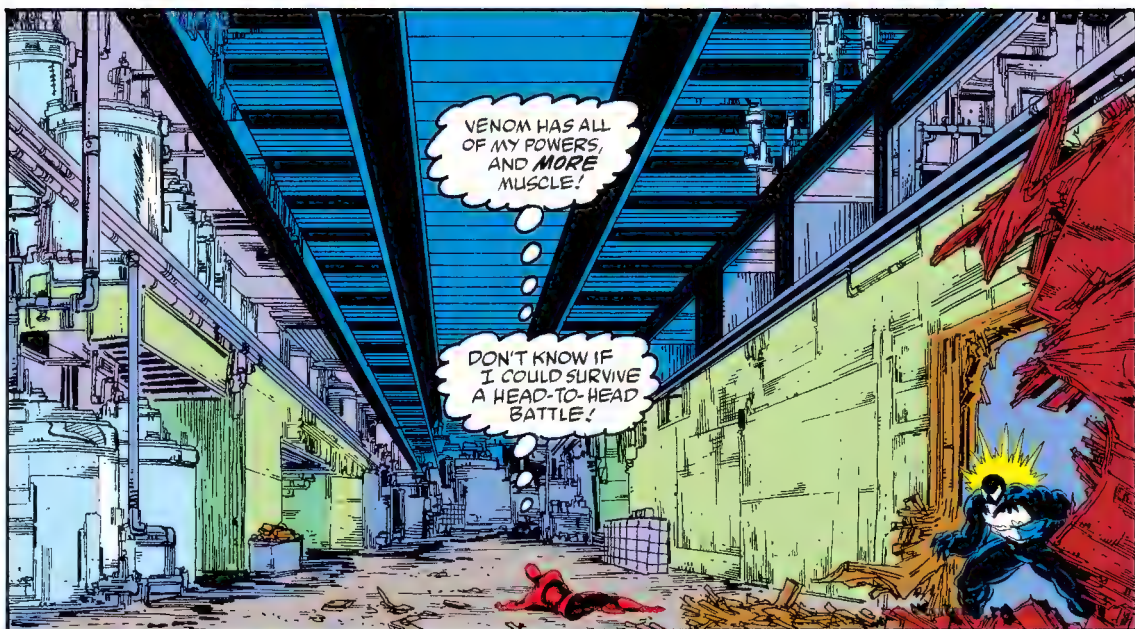




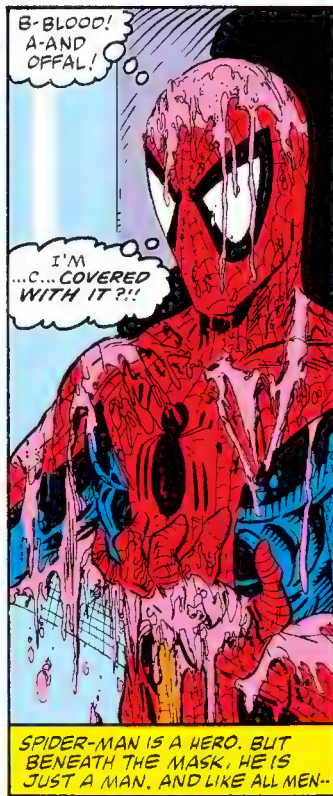
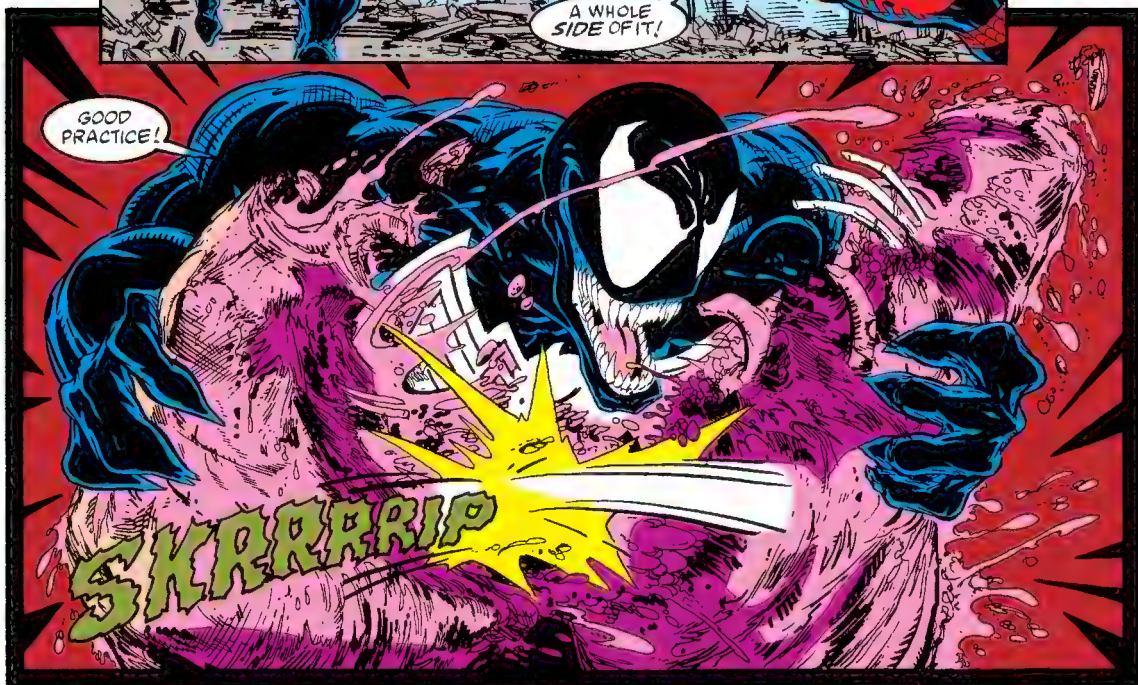
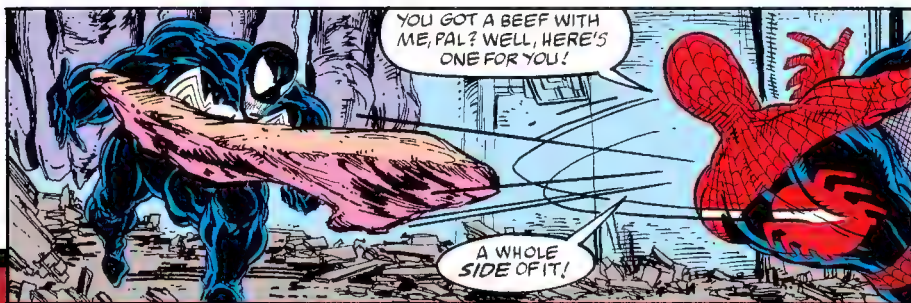




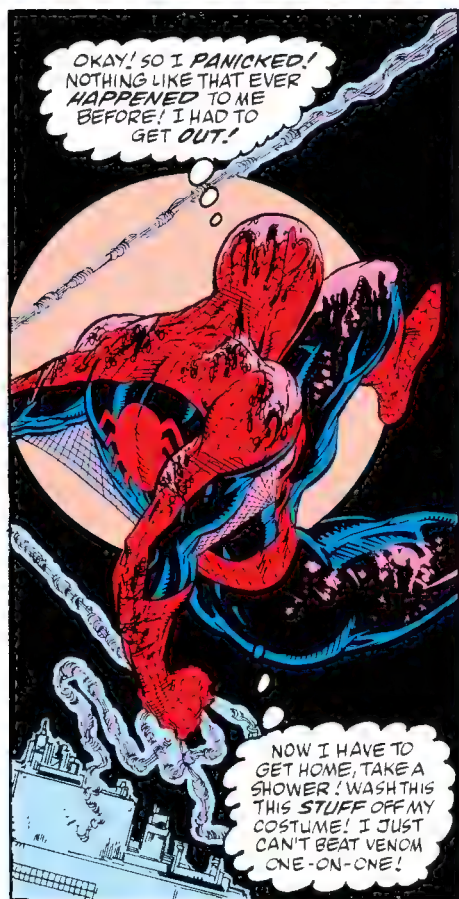
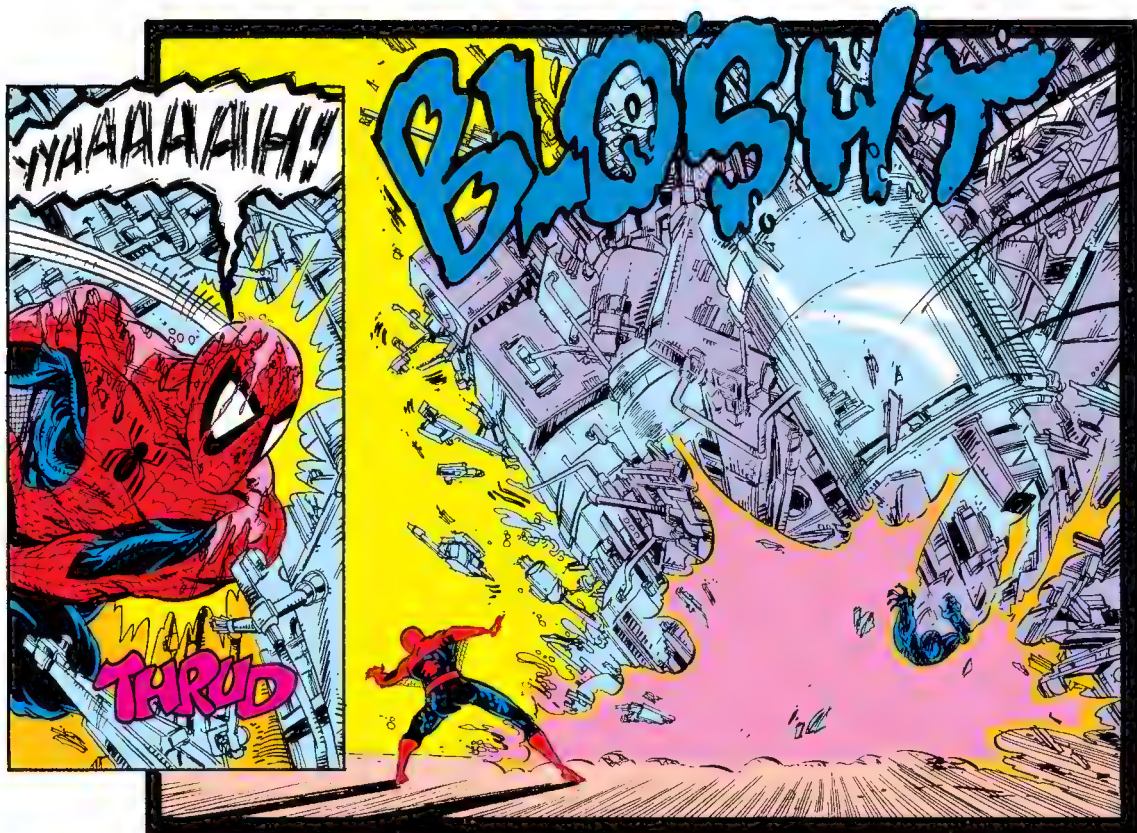












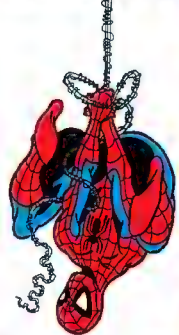
NEXT ISSUE:  
**GUESS WHO'S COMING TO DINNER!**  
 (HEH HEH HEH! HEH HEH HEH HEH HEH)

**WE'VE MOVED!**  
 Please be advised that  
 PETER and MARY JANE  
 PARKER are now  
 residing at:  
 10 Ingram Street  
 West Hills, NY 11375  
 (718) 555-5692



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**THE WORLD'S GREATEST COMIC MAGAZINE!**

**HEY!**

# the **AMAZING SPIDER-MAN®**

**HAS VENOM™**  
**BECOME**  
**KINDER AND**  
**GENTLER?**



McFarlane

**READ OUR**  
**LIPS, SPIDEY--**  
**NO WAY!**



AT THE FOREST HILLS BOARDING  
HOUSE OWNED AND RUN BY MAY  
PARKER--

-- HER YOUNG NEPHEW,  
PETER, HAS A PRACTICAL  
THOUGHT...

GOTTA  
ACT  
NORMAL!

0000

OKAY, SO EDDIE BROCK ESCAPED  
FROM PRISON! SO THE LIVING COSTUME  
HE WEARS GIVES HIM INCREDIBLE  
POWER AS VENOM!

SO HE  
KNOWS I'M  
SPIDER-MAN  
AND HAS SWORN  
TO KILL ME!

HE STILL DOESN'T  
KNOW WHERE I LIVE,  
AND THAT SHOULD  
GIVE ME TIME TO  
FIGURE A WAY OUT  
OF THIS MESS!

TILL THEN I'VE GOT TO  
ACT LIKE NOTHING'S WRONG,  
SO I WON'T WORRY AUNT  
MAY. THAT'S WHY I  
AGREED TO GO SHOPPING  
WITH HER THIS MORNING.

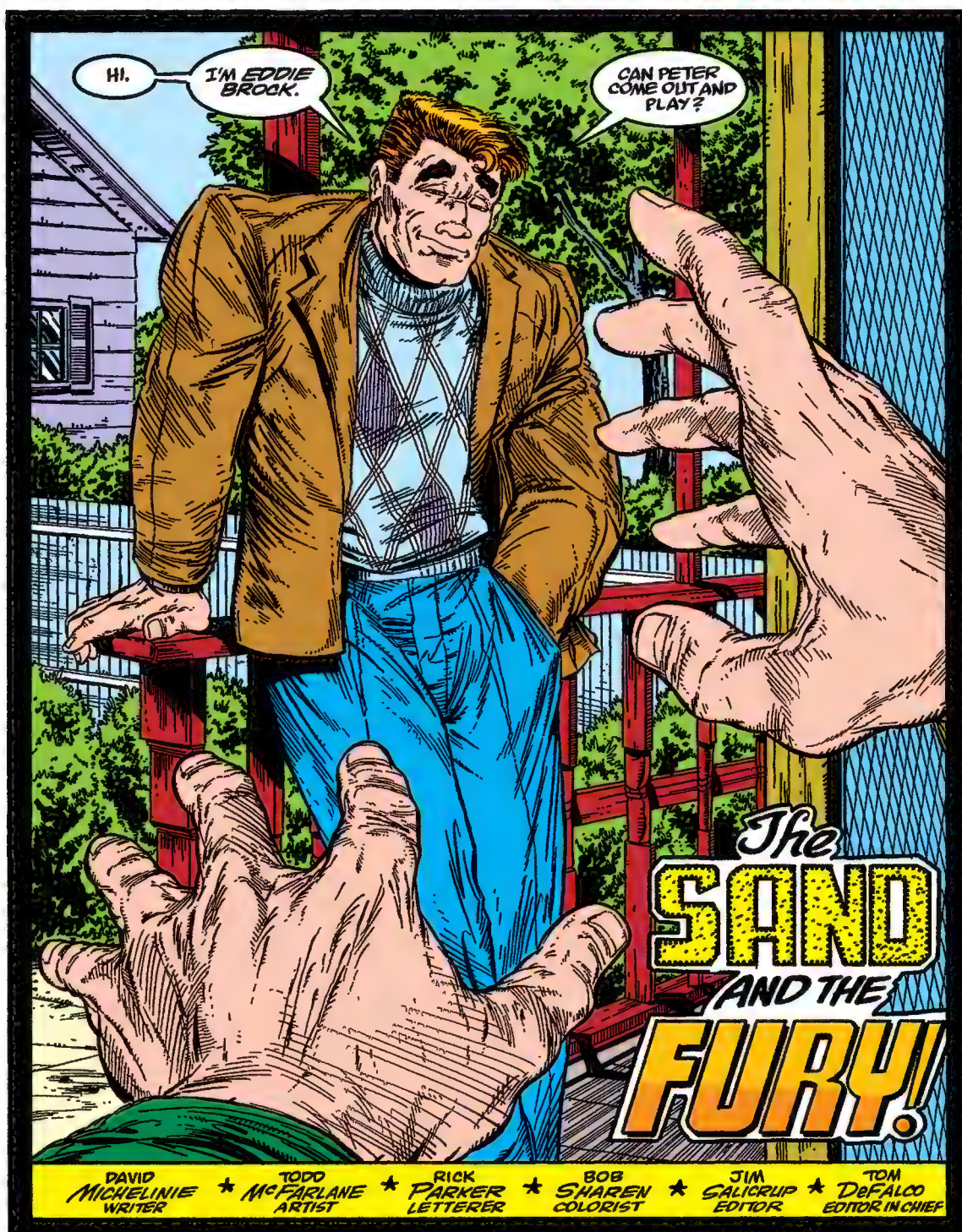
I CAN THINK  
ABOUT BROCK  
ON THE WAY.

AFTER YOU, PRETTY  
LADY. CAN'T KEEP  
THOSE SALES CLERKS  
WAITING, YOU--

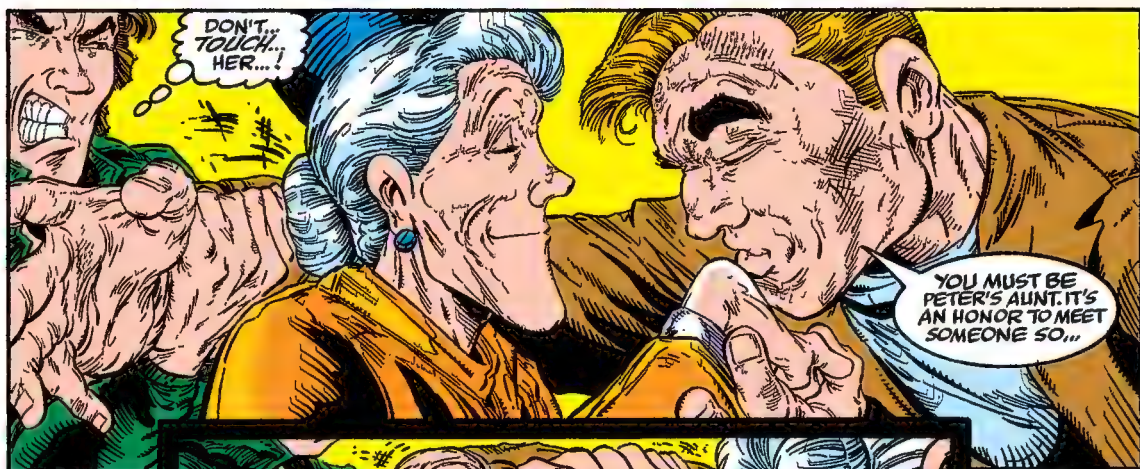
--NO!



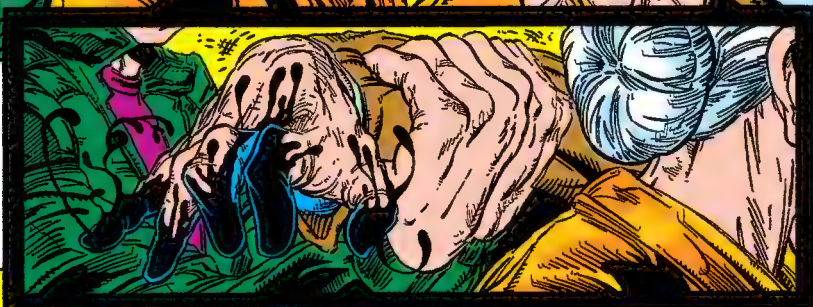
Stan Lee  
PRESENTS: **THE AMAZING SPIDER-MAN®**



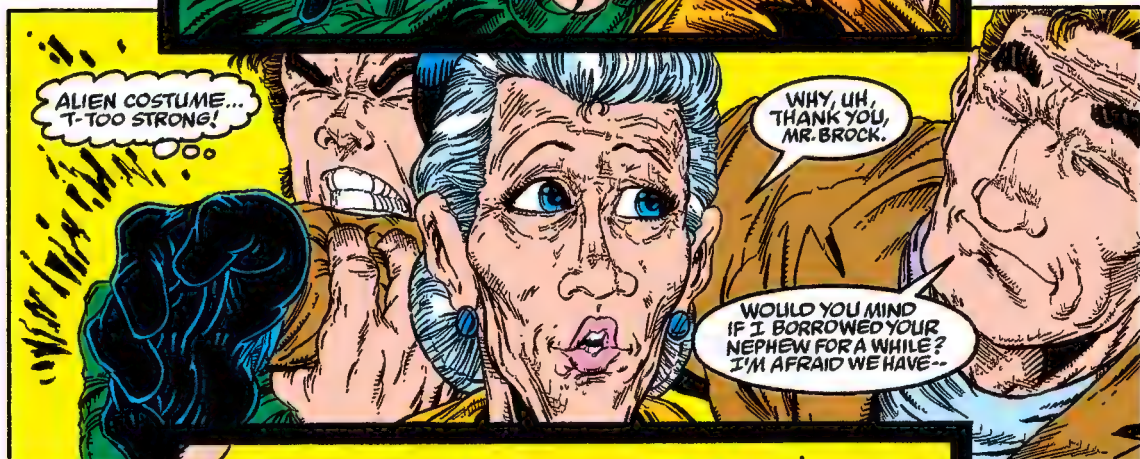




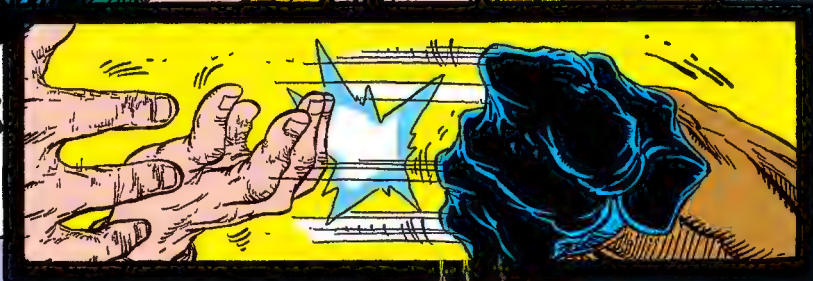
URNK



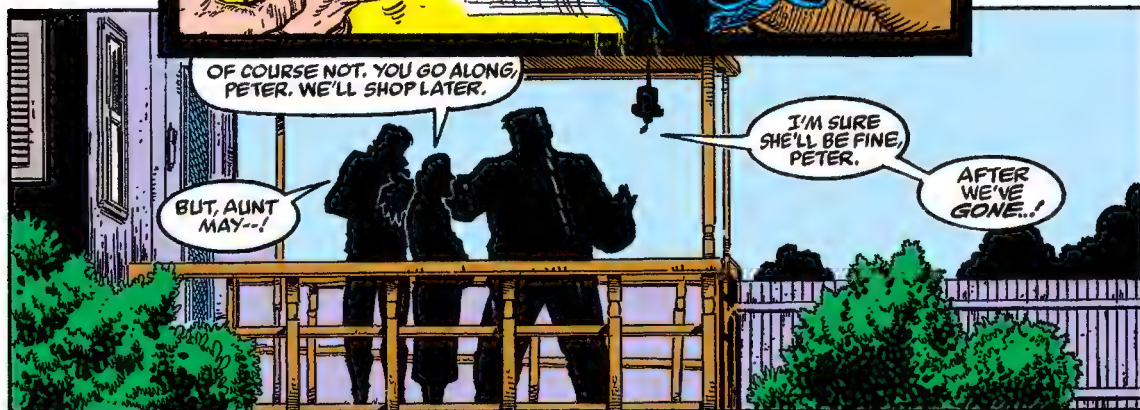
...INNOCENT!



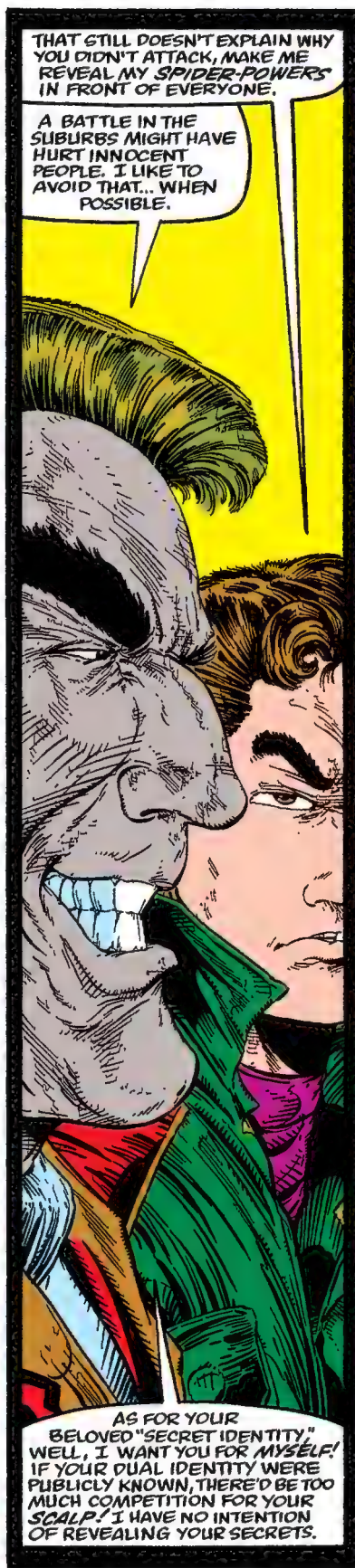
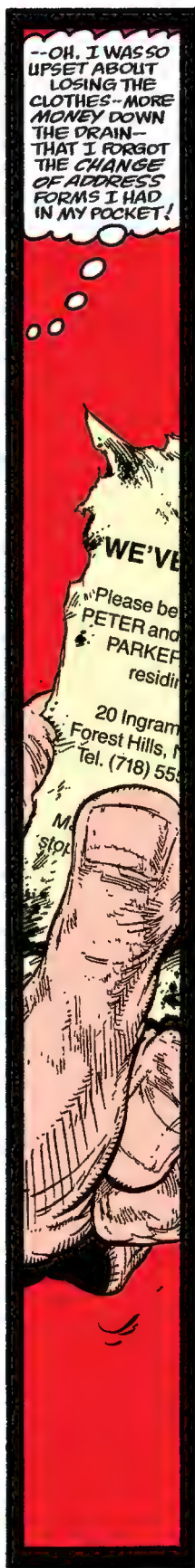
DOONF



--BUSINESS.









AND JUST WHAT  
DO YOU HAVE IN  
MIND?

IN THE YEARS I SPENT AS A  
REPORTER FOR *THE DAILY  
GLOBE*-- BEFORE YOU  
DESTROYED MY CAREER BY  
PROVING ONE OF MY BEST  
STORIES TO BE *UNTRUE*--  
I LEARNED A LOT OF  
THINGS.

ONE WAS THAT THE  
*GLOBE'S* PUBLISHER  
HAS AN ESTATE ON LONG  
ISLAND: *SEACREST*, ON  
THE TIP OF MONTAUK.

I WANT YOU TO MEET ME  
THERE TOMORROW. AT  
SUNUP THE PLACE IS  
DESERTED IN WINTER SO...

... WE WON'T BE  
*DISTURBED!*

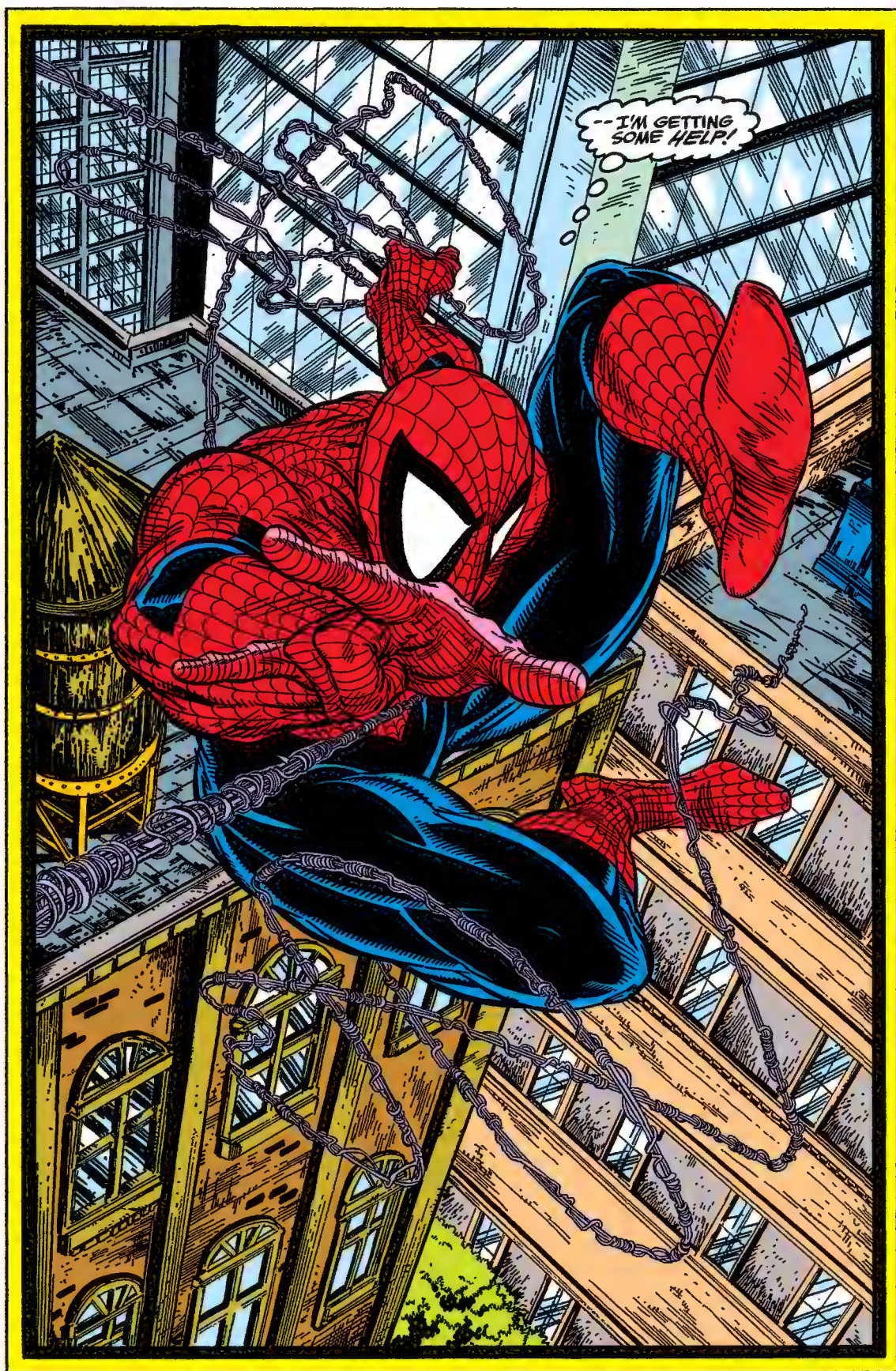
I'LL BE  
THERE.

YES.  
SO WILL  
WE.

"PLAY BY THE RULES"?! RIGHT!  
AND END UP LIKE THE *BRITISH  
REGULARS* DID AGAINST  
THE *MINUTE  
MEN!*

VENOM ALMOST *KILLED*  
ME IN OUR LAST BATTLE!  
AND THIS TIME OUT--



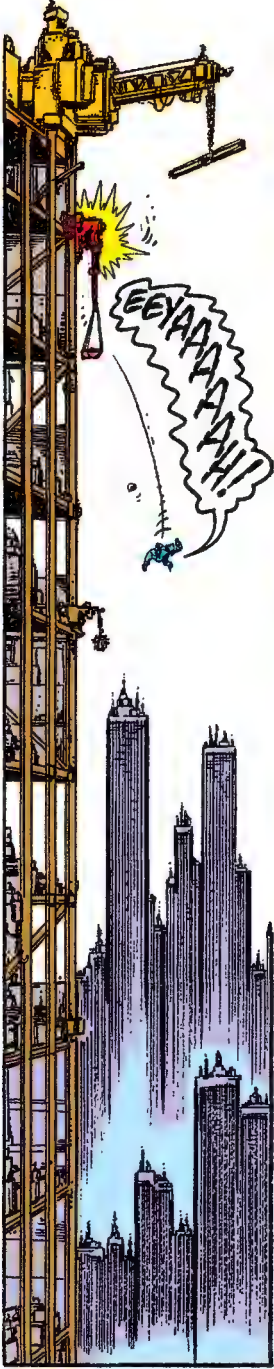




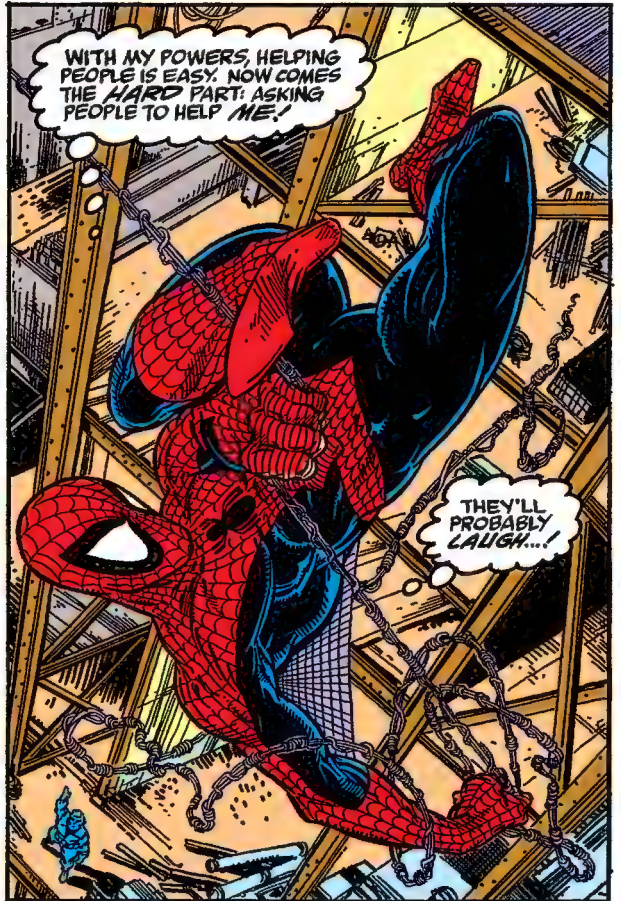
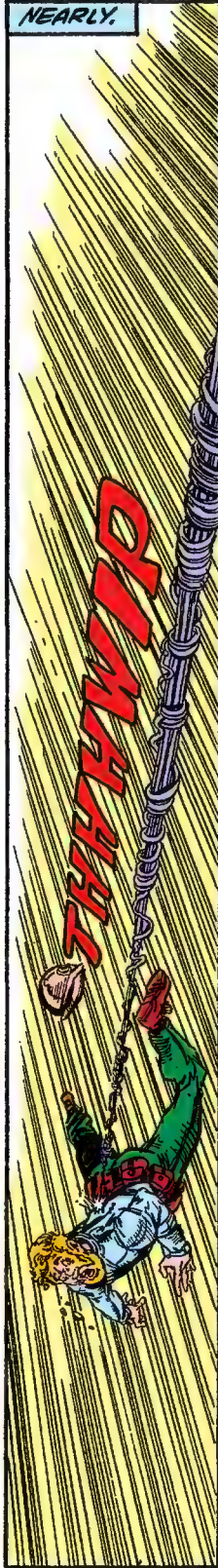
MANHATTAN.

MOMENTS  
LATER.

A HAPLESS  
HARDHAT FALLS  
TO HIS DEATH.



NEARLY.





WHAT IS THIS, A JOKE?

FOUR FREEDOMS PLAZA, HOME OF THE FANTASTIC FOUR.

LOOK, BEN, AS *THE THING*, YOU WERE PART OF THE F.F. WHEN THEY WERE ON THE *BEYONDER'S* PLANET! YOU KNOW THAT'S WHERE THE ALIEN SYMBIOTE COSTUME CAME FROM, WHERE IT FIRST TRIED TO MELD WITH ME.

AND YOU KNOW THAT IT *HATES* ME BECAUSE I *REJECTED* IT!

NOW IT'S MELDED WITH *EDDIE BROCK*, WHO HATES ME ALMOST AS MUCH! WHEN THEY BECOME *VENOM*, THEY'RE ONE OF THE DEADLIEST FOES I'VE FACED!

I NEED HELP!

\* THIS STORY TAKES PLACE BEFORE THE EVENTS IN FANTASTIC FOUR # 226 - J.S.

THEN YOU GOT IT!

I'LL GATHER THE REST O' THE TEAM TOGETHER AN' PUT 'EM ON STANDBY!







FOR SOMEONE WHO'S SURVIVED THIS LINE OF WORK SO LONG, YOU'RE EMBARRASSINGLY EASY TO FOLLOW!

BLAST! I RELY ON MY SPIDER-SENSE TO WARN ME ABOUT STUFF LIKE THAT! BUT MY SPIDER-SENSE DOESN'T REACT TO THE SYMBIOTE!

BE ON THE BEACH AT MONTAUK TOMORROW MORNING, SPIDER-MAN.

ALONE.

OR NASTY THINGS COULD START HAPPENING TO ALL SORTS OF PEOPLE.

THAT BOTHER YOU? HEY--

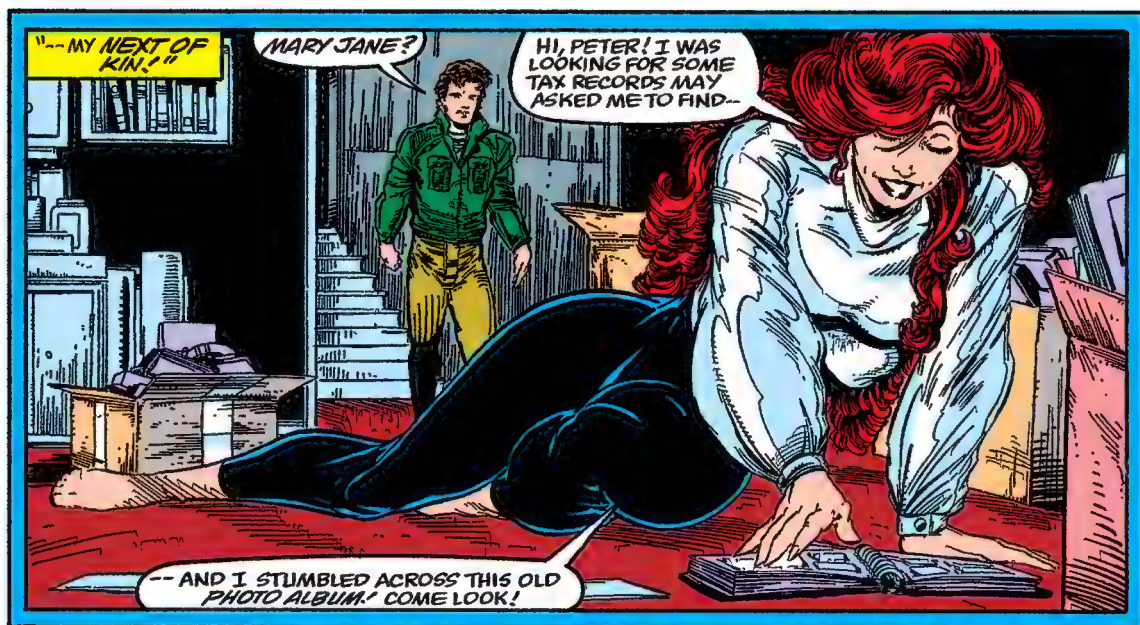
--CALL A COP!

HE'S GOT ME, AND HE KNOWS IT. MAYBE IT'S TIME I HAD A SERIOUS TALK WITH MY BETTER HALF.

OR, MORE APPROPRIATELY--

SHH!



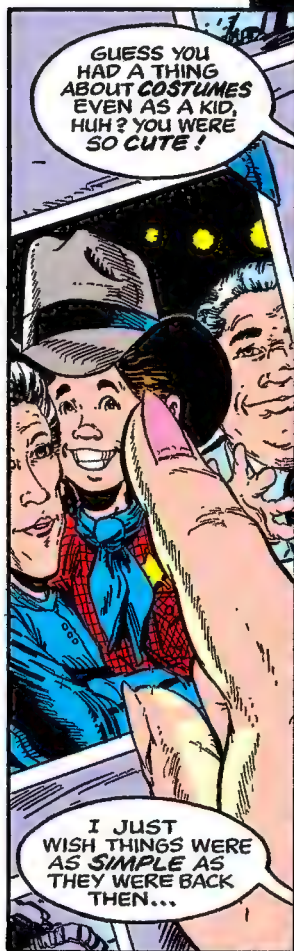


MARY JANE?

HI, PETER! I WAS  
LOOKING FOR SOME  
TAX RECORDS MAY  
ASKED ME TO FIND--

-- AND I STUMBLED ACROSS THIS OLD  
PHOTO ALBUM! COME LOOK!

**IN COLD, CLEAR PROSE, PETER PARKER  
TELLS HIS WIFE WHAT HE INTENDS TO  
DO THE NEXT DAY. WITH EQUAL  
DIRECTNESS, SHE RESPONDS:**



GUESS YOU  
HAD A THING  
ABOUT **COSTUMES**  
EVEN AS A KID,  
HUH? YOU WERE  
SO CUTE!

I JUST  
WISH THINGS WERE  
AS **SIMPLE** AS  
THEY WERE BACK  
THEN...

YOU'RE **CRAZY!**  
TO HECK WITH YOUR  
SECRET IDENTITY!  
LET'S CALL IN THE  
MARINES!

IT'S NOT THAT EASY.  
THINK WHAT IT WOULD  
MEAN: THE COMPLETE  
LOSS OF PRIVACY, THE  
LAWSUITS FROM PEOPLE  
WHOSE PROPERTY WAS  
DAMAGED WHILE I  
WAS SAVING THE  
WORLD--



-- THE POSSIBLY  
FATAL SHOCK  
TO AUNT MAY,



BESIDES, SOMETIMES THE ONE THING THAT MAKES BEING SPIDER-MAN BEARABLE IS BEING ABLE TO ESCAPE BACK TO MY RELATIVELY NORMAL LIFE AS PETER PARKER. THAT'S PRECIOUS TO ME. ALMOST AS PRECIOUS AS YOU ARE.

AND YOU'D BECOME A TARGET FOR EVERY VENGEFUL LUNATIC I EVER FOUGHT!

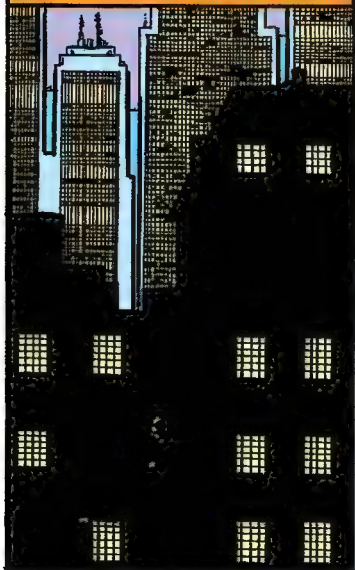
I... I GUESS YOU'RE RIGHT. BUT I'M SO FRIGHTENED FOR YOU! PLEASE, DARLING, GET SOME KIND OF HELP? FOR ME?

ALL RIGHT, MJ. FOR YOU.

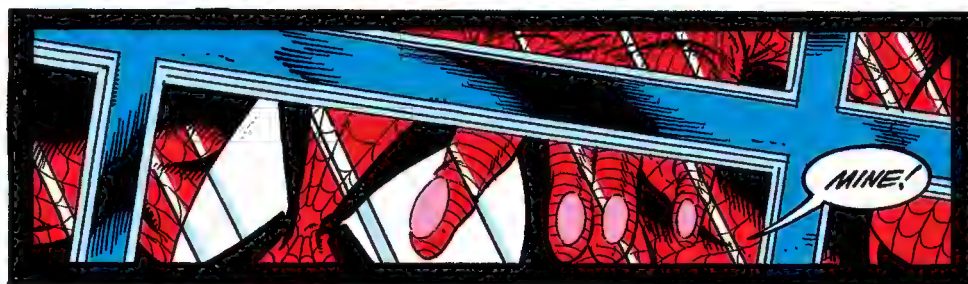
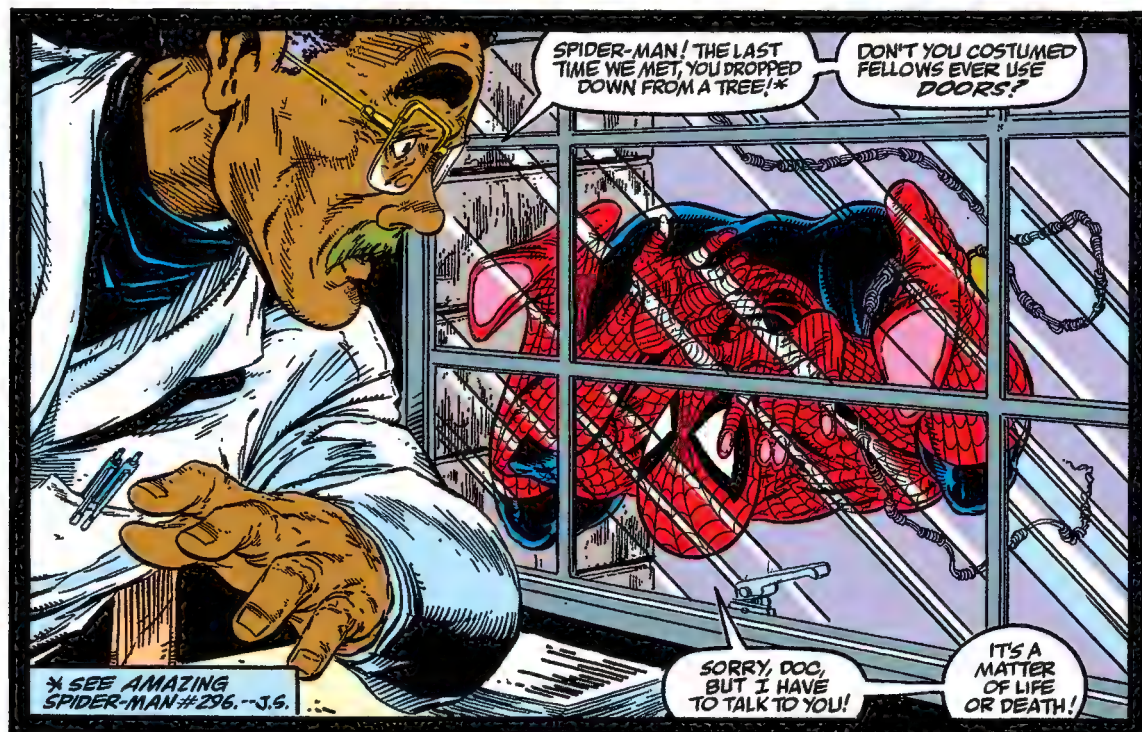
THAT'S GOING TO BE A TOUGH PROMISE TO KEEP. HOW CAN I GET HELP IN A WAY THAT VENOM WON'T KNOW I'M GETTING IT?!



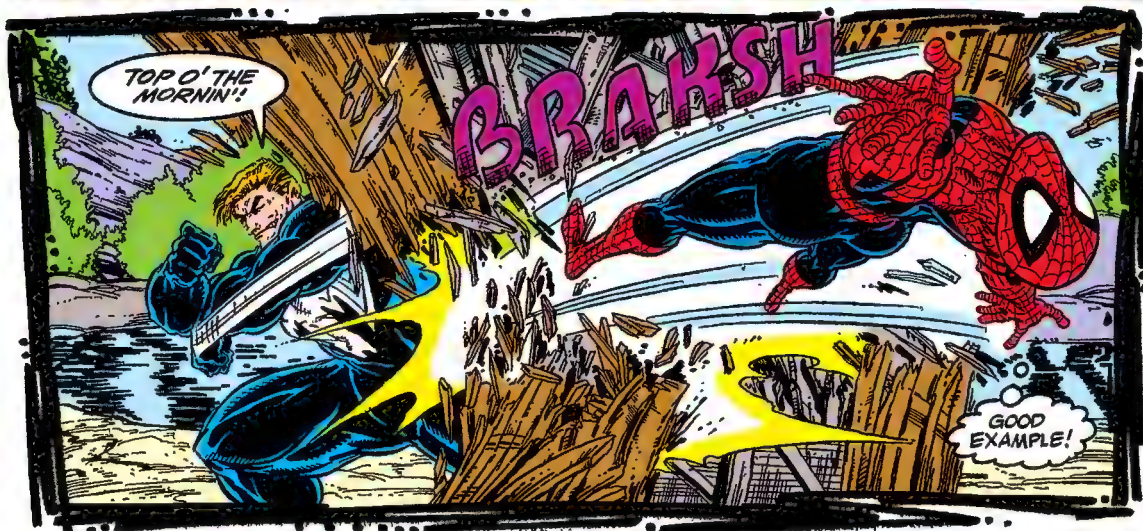
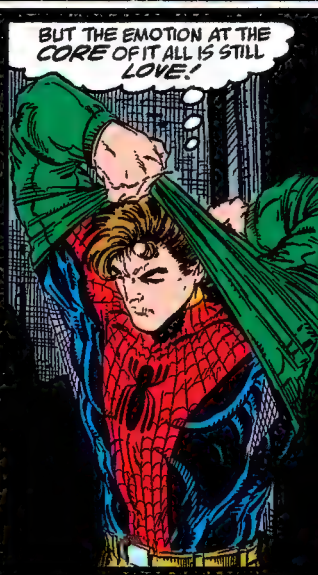
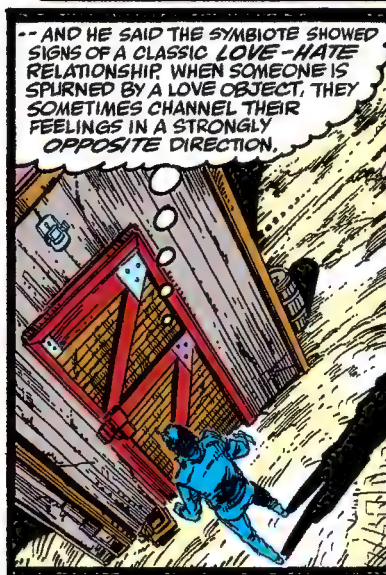
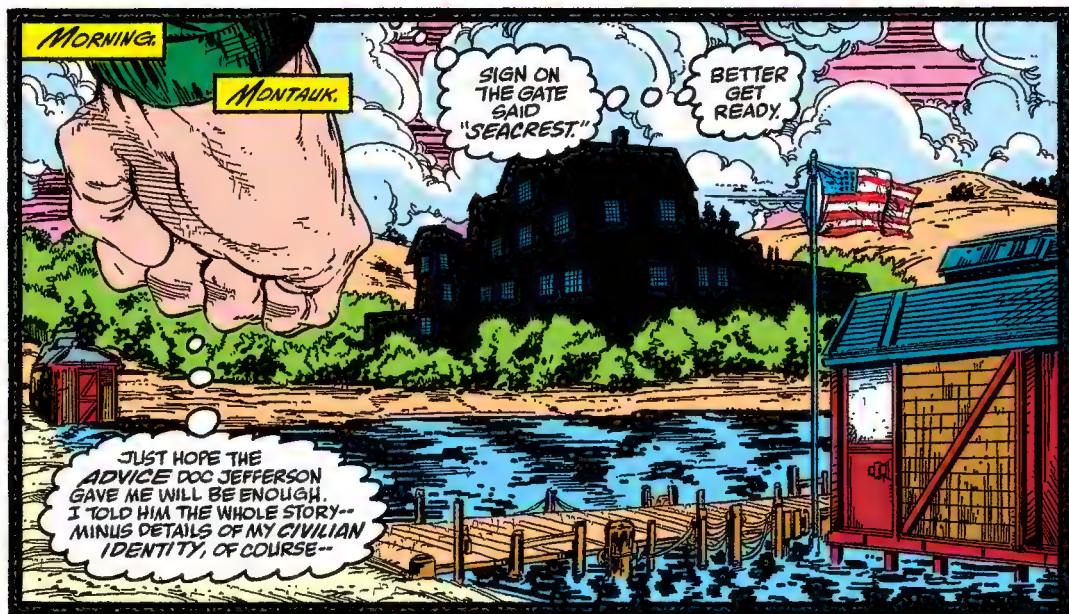
THE SEARCH FOR A SOLUTION  
WANDERS THROUGH EVENING,  
LEADING AT LAST TO THE  
SOUTH BROOKLYN  
PSYCHIATRIC FACILITY--



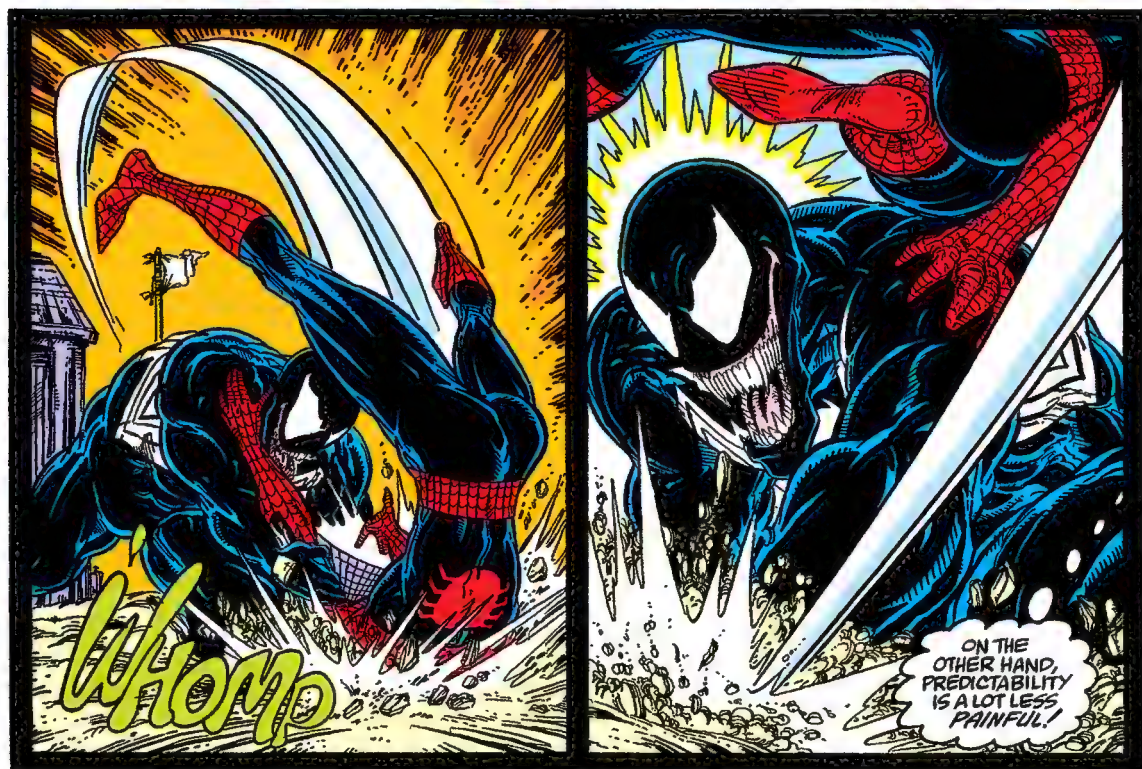
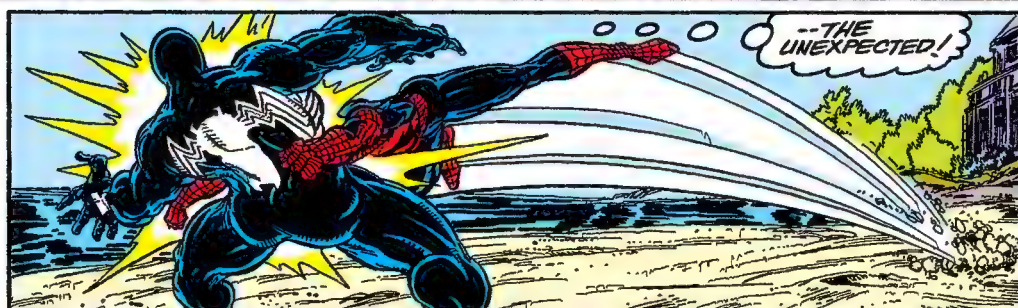
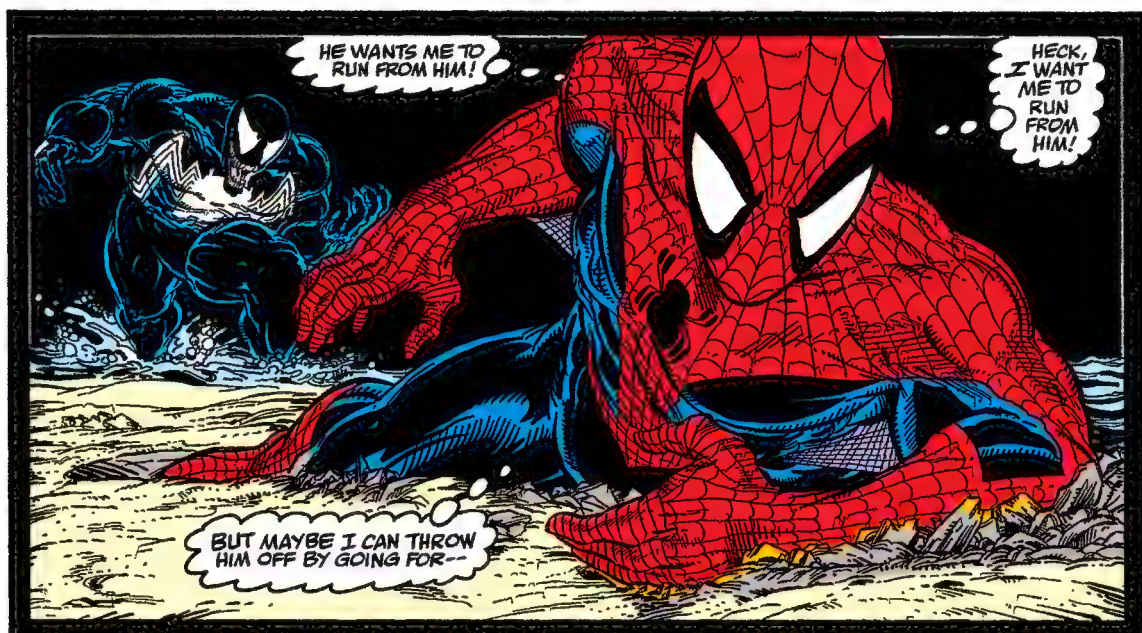
-- WHERE DR. CHARLES  
JEFFERSON CONCLUDES  
HIS USUAL 14-HOUR WORK  
DAY...



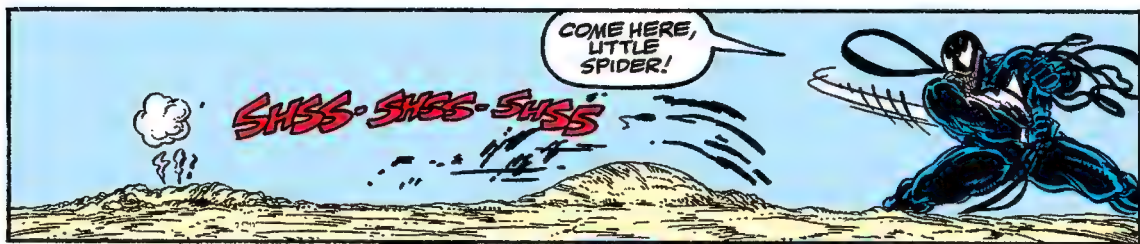
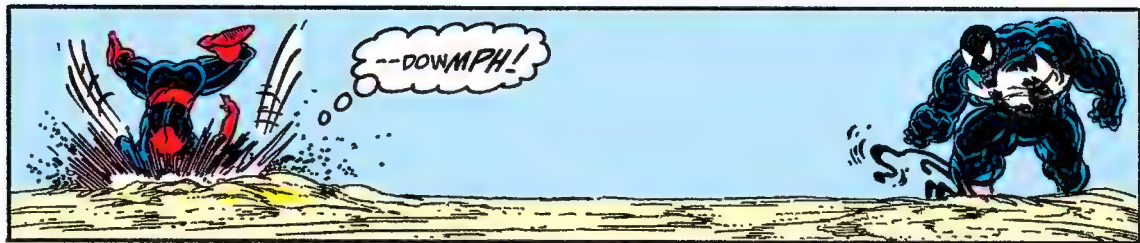
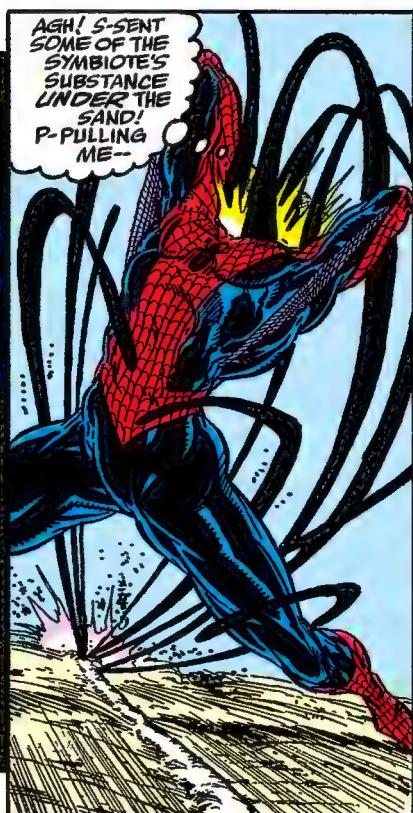
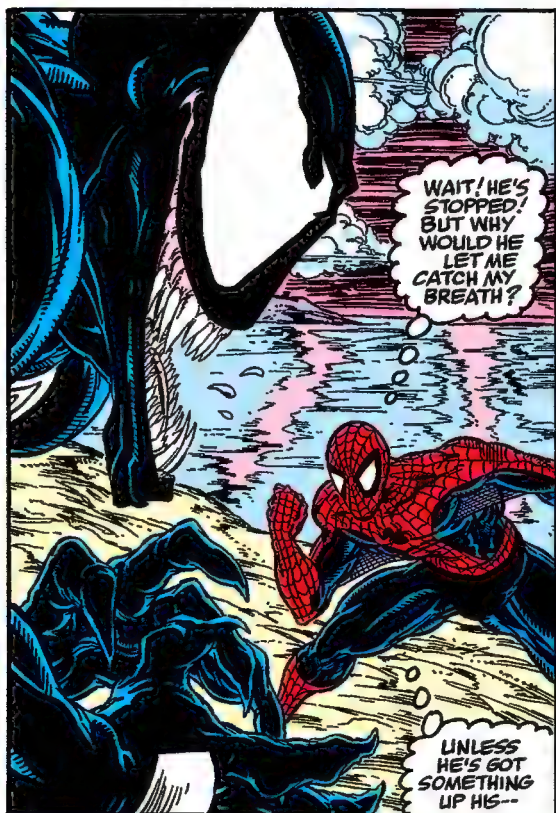




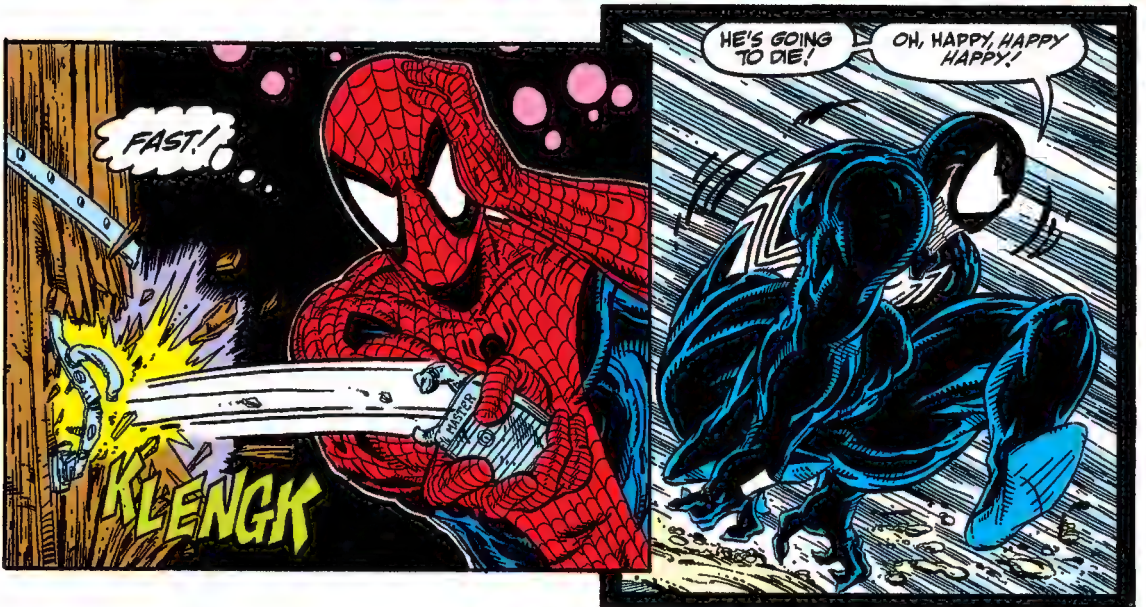
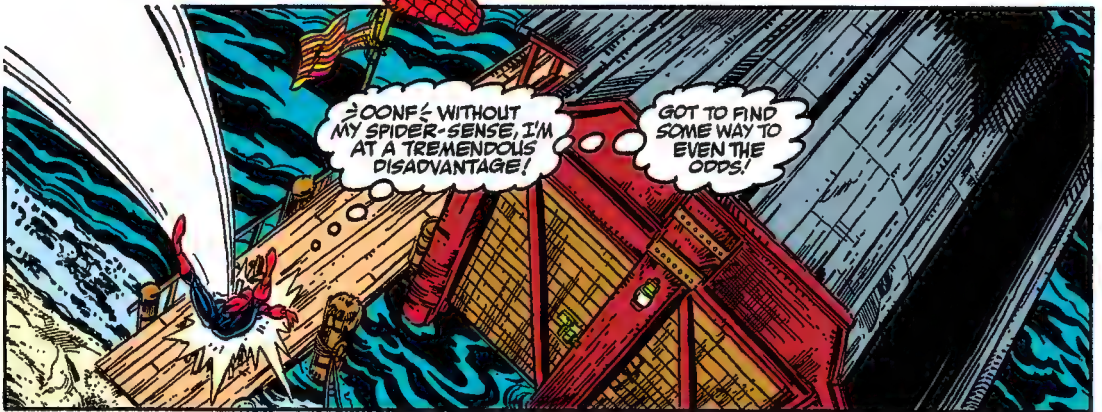
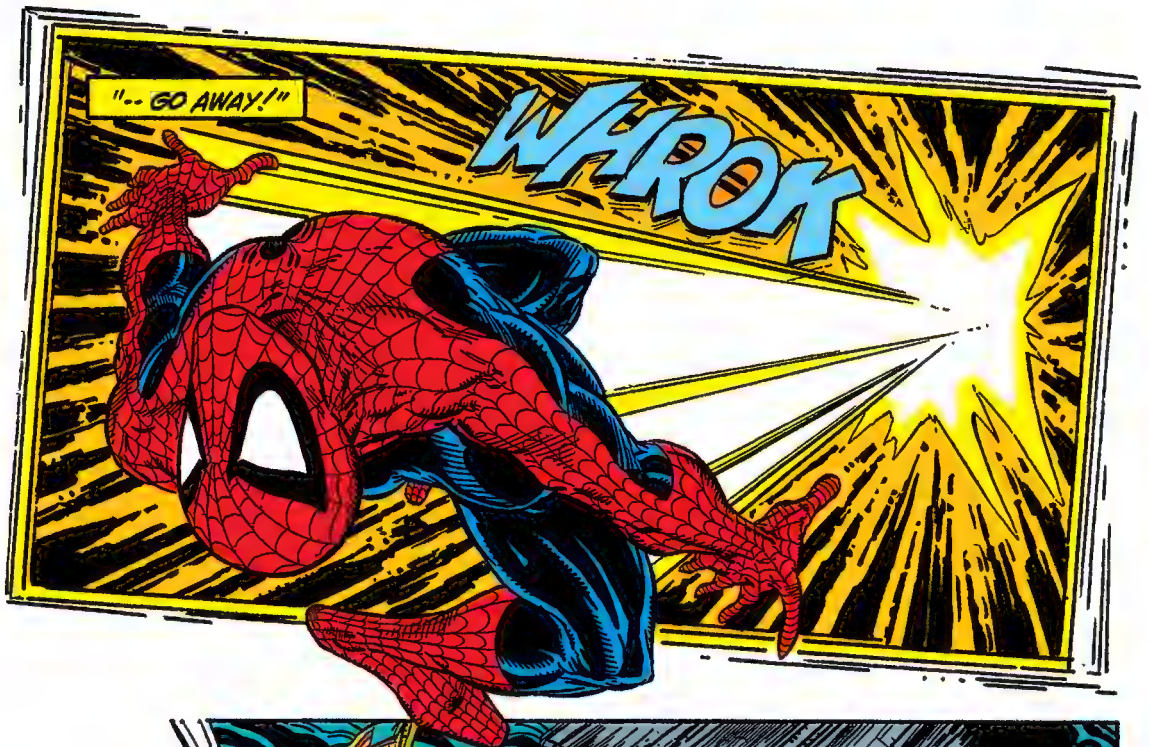




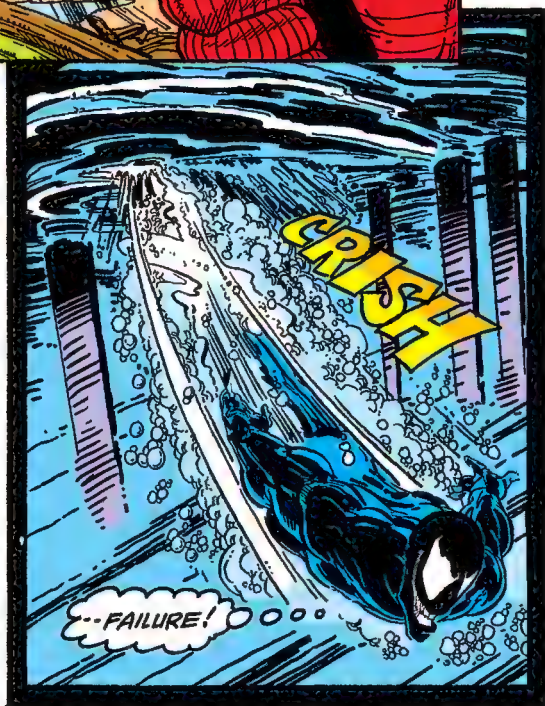
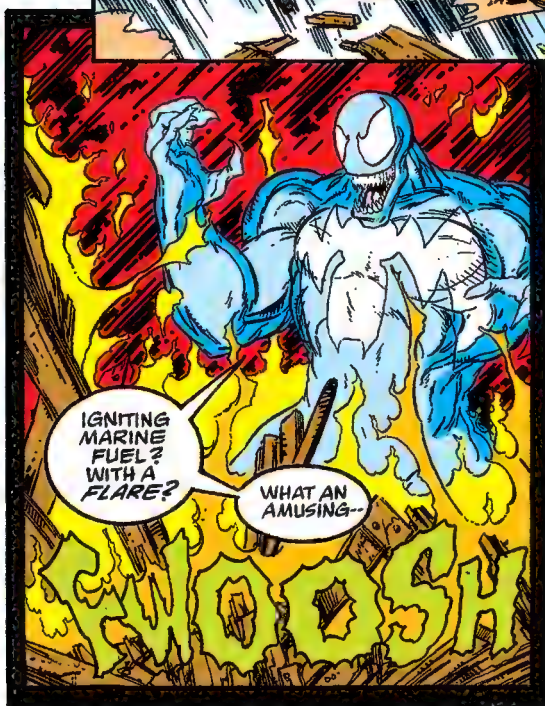
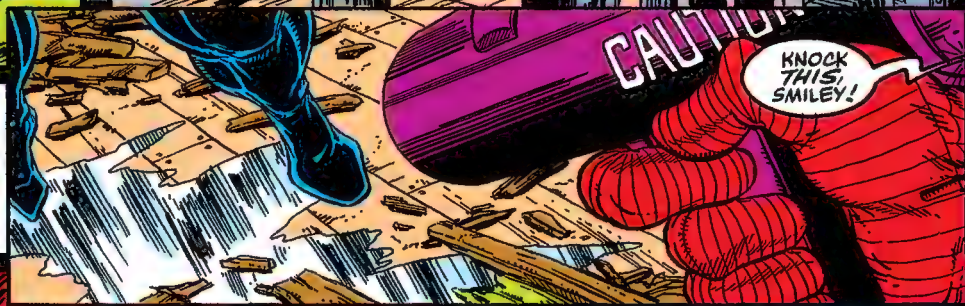
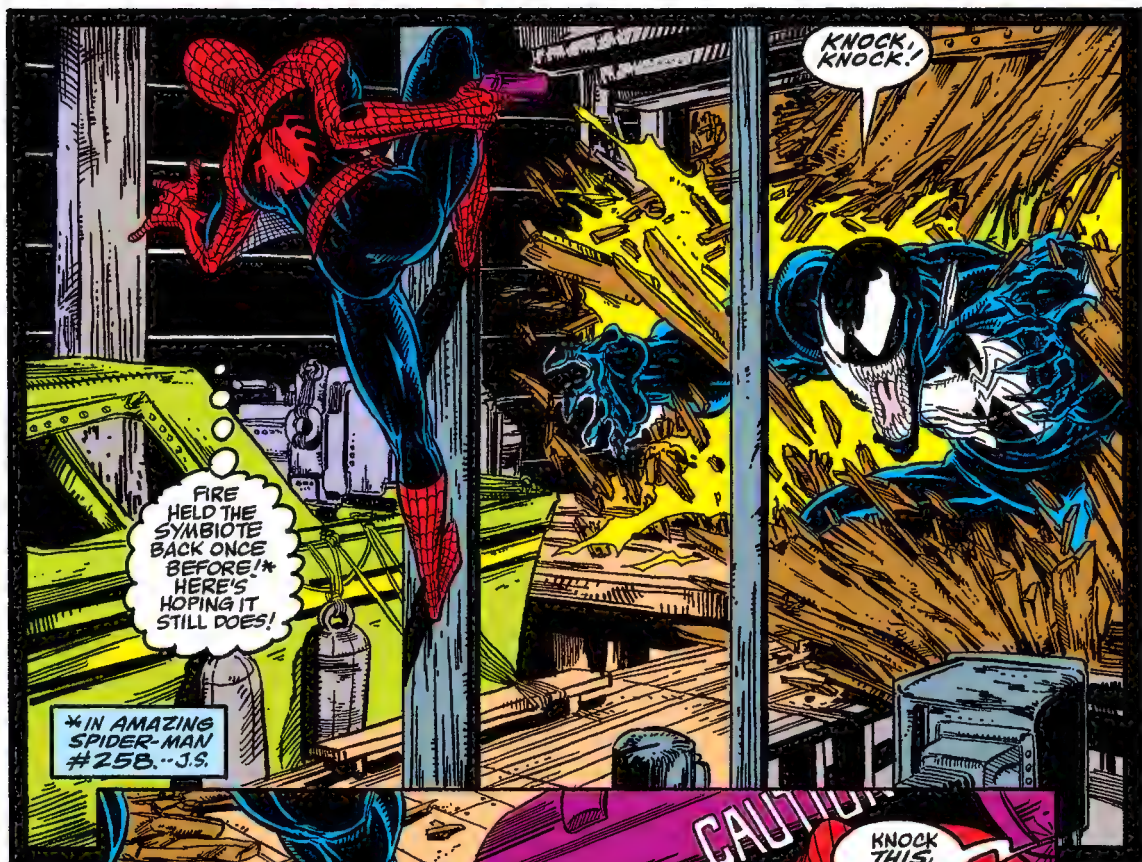




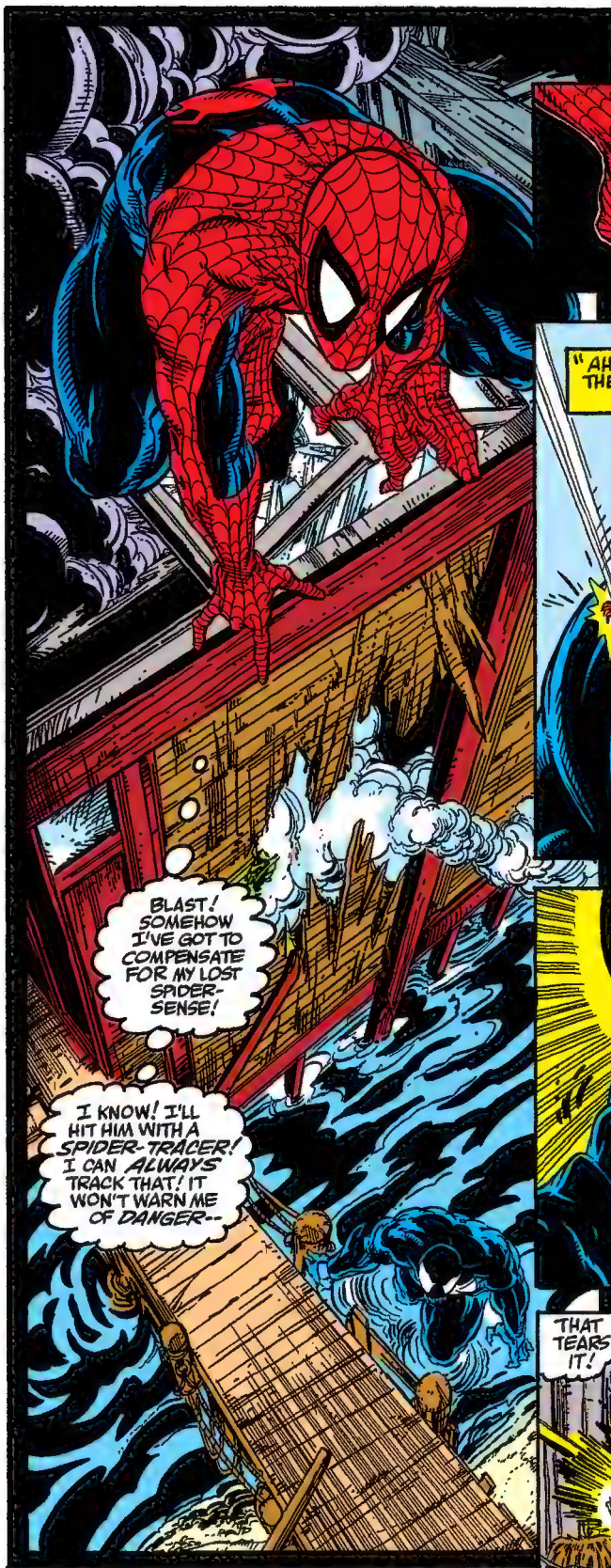






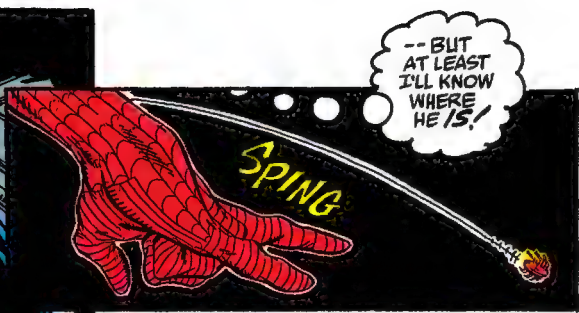






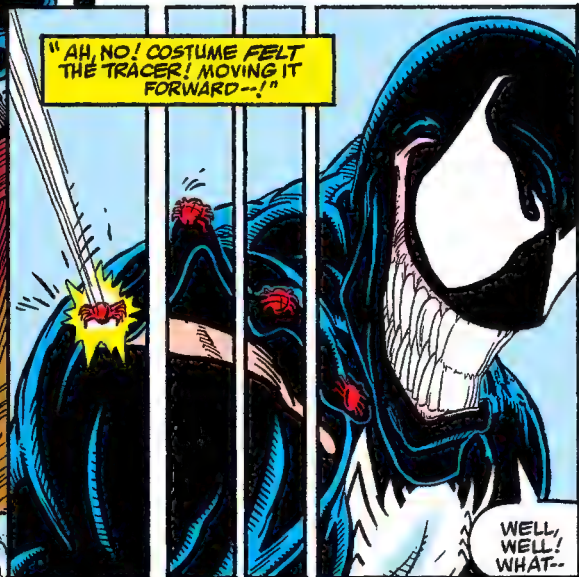
BLAST!  
SOMEHOW  
I'VE GOT TO  
COMPENSATE  
FOR MY LOST  
SPIDER-  
SENSE!

I KNOW! I'LL  
HIT HIM WITH A  
SPIDER-TRACER!  
I CAN ALWAYS  
TRACK THAT! IT  
WON'T WARN ME  
OF DANGER--



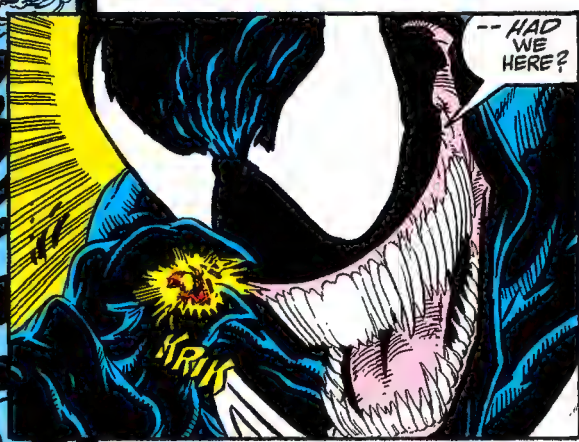
-- BUT  
AT LEAST  
I'LL KNOW  
WHERE  
HE IS!

SPING



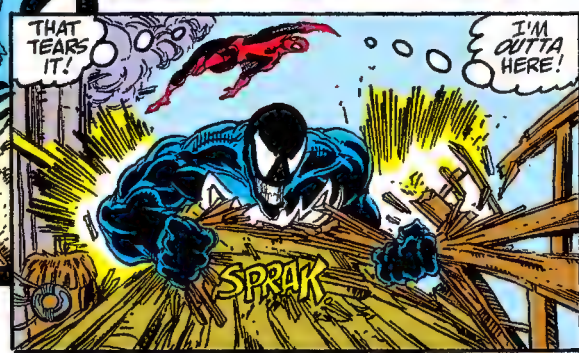
"AH, NO! COSTUME FELT  
THE TRACER! MOVING IT  
FORWARD--!"

WELL,  
WELL!  
WHAT--



-- HAD  
WE  
HERE?

SPRINK



THAT  
TEARS  
IT!

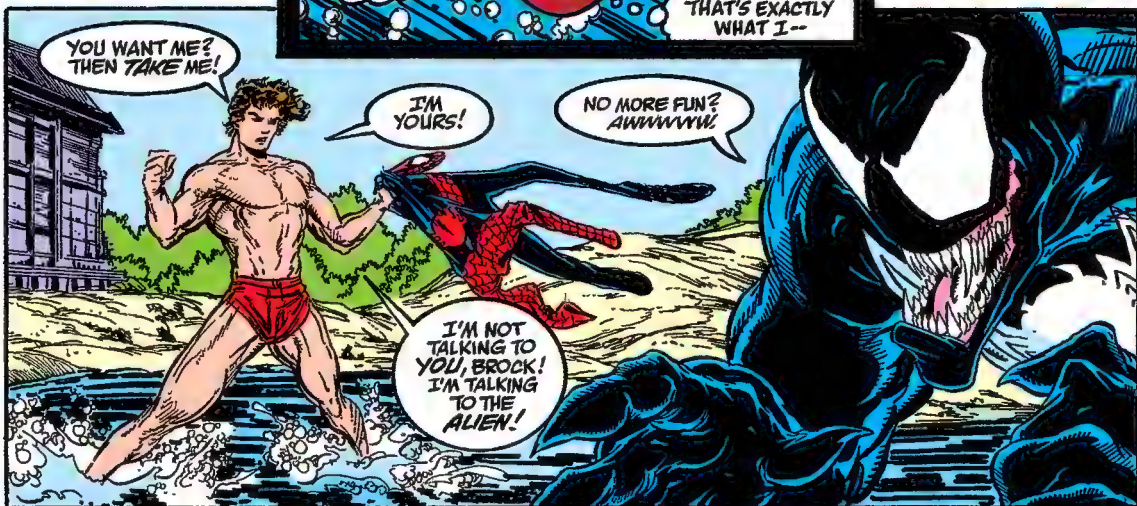
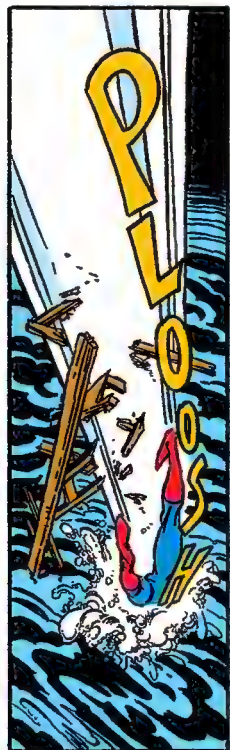
I'M  
OUTTA  
HERE!

SPRAK

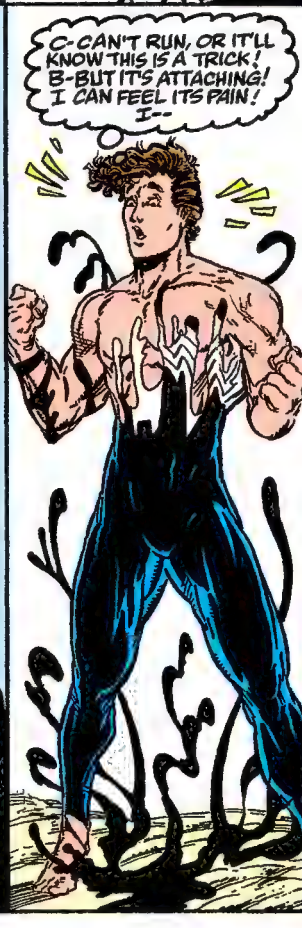
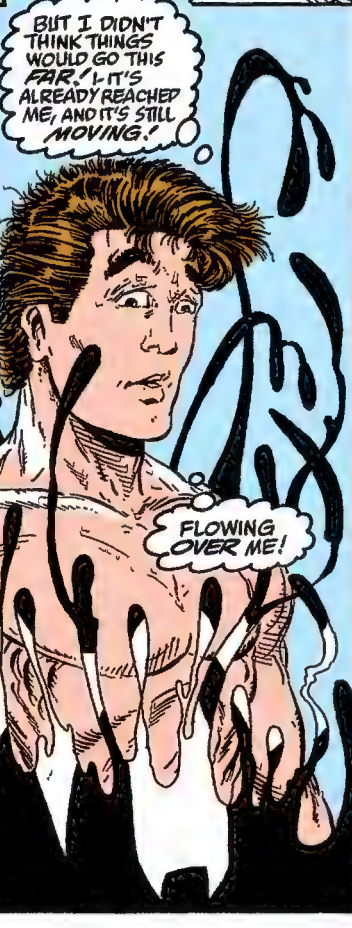
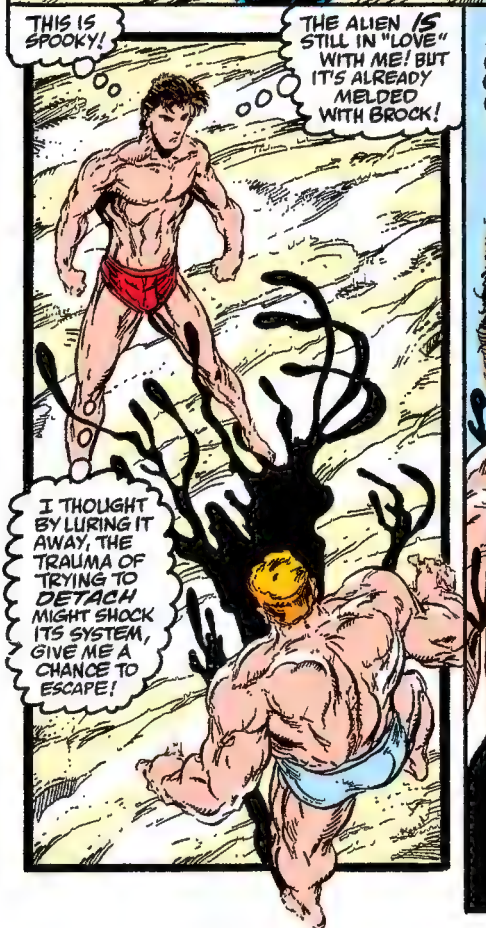
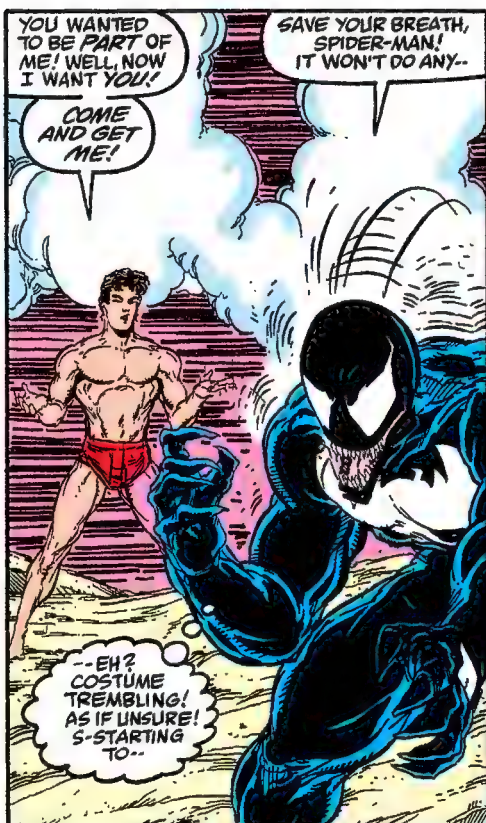


BUT A JAVELIN OF BROKEN  
WOOD SAYS NO.

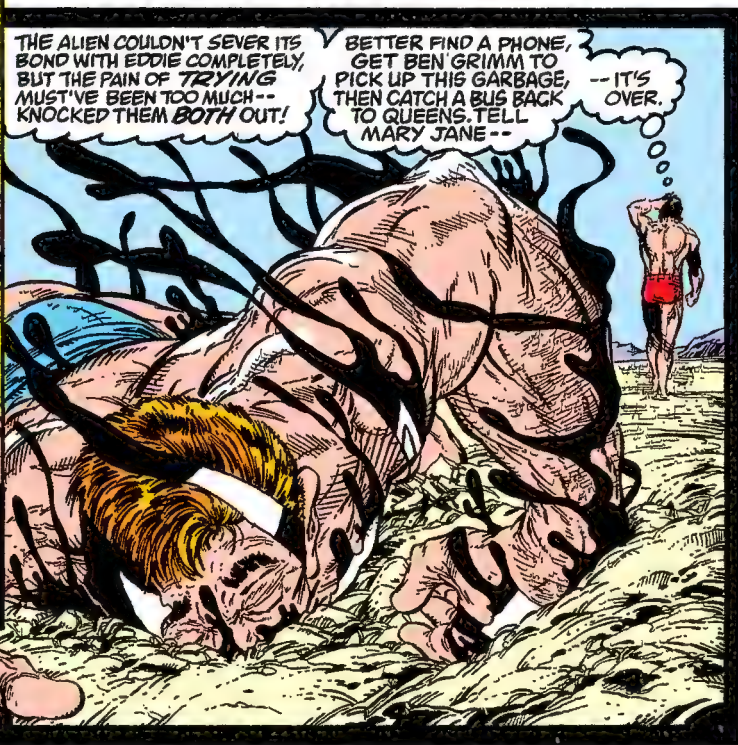
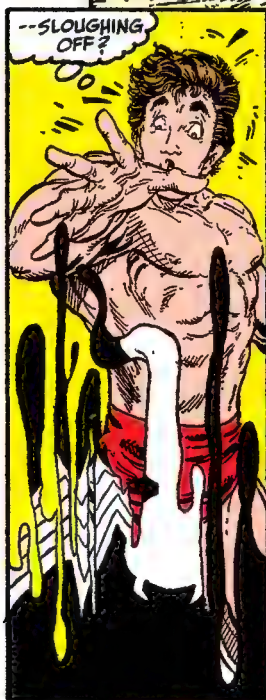
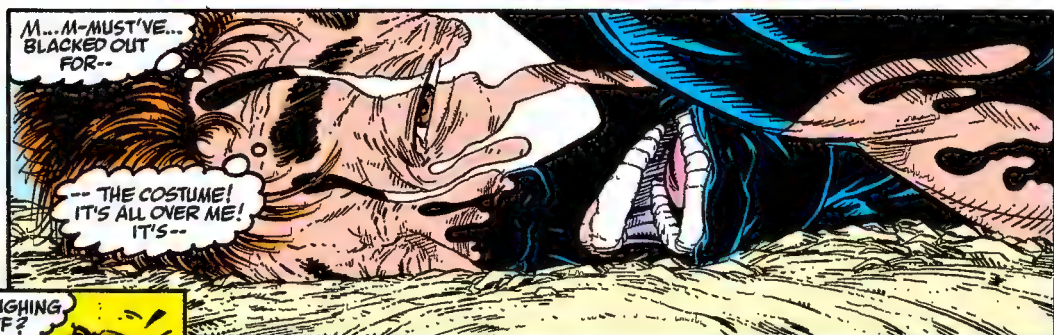
THRAMP











AH,  
BUT  
NEXT  
ISSUE...

THE  
SUGAR-  
NO



# VENOM

**Real name:** Edward "Eddie" Brock

**Occupation:** Former journalist for the *Daily Globe*

**Identity:** Known to legal authorities

**Legal status:** Citizen of the United States with a criminal record

**Other aliases:** None

**Place of birth:** New York City, New York

**Marital status:** Single

**Known relatives:** None

**Group affiliation:** None

**Base of operations:** New York City

**First appearance:** (as alien costume)

SECRET WARS #8; (behind the scenes)

WEB OF SPIDER-MAN #18; (actual appearance)

AMAZING SPIDER-MAN #299

**Origin:** AMAZING SPIDER-MAN #300

**History:** On Battleworld, a planet created by a being calling himself the Beyonder, the crimefighter known as Spider-Man obtained a sleek, black costume when his familiar red-and-blue one was ripped into tatters (see *Beyonder*, *Spider-Man*). After the Asgardian thunder god, Thor, had acquired a new cape and helmet from a bizarre machine that replicated fabric, Spider-Man attempted the same feat, but mistakenly reached into a machine that housed a strange symbiote, one of the many odd life forms encountered on Battleworld (see *Thor*).

When Spider-Man grabbed the little black ball, it instantly slithered over his body, covering him from head to toe. But it did not pattern itself after his red-and-blue costume. Rather, it took on the appearance of the garment worn by the new superhuman adventurer introduced on Battleworld and Spider-Woman, whom Spider-Man had been admiring (see *Spider-Woman*).

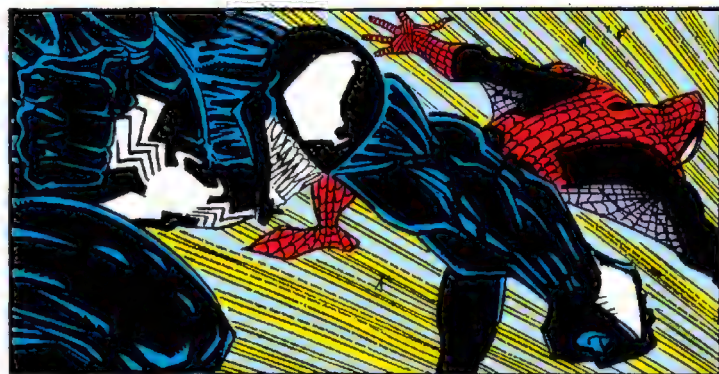
The web-spinner was amazed at the properties of his new suit, but never questioned the mechanism behind them. For instance, it could mimic any type of clothing whatsoever, making Spider-Man's need for spare clothing obsolete. It also contained a "dimensional aperture" where he could place his camera, spare change, and other items without adding to the bulk of the costume. The costume was also equipped with its own web-shooters and seemingly contained an unlimited supply of webbing.

Once Spider-Man returned to Earth, the alien costume could not tolerate being separated from its host for long periods of time. At nights, when Spider-Man's alter-ego, Peter Parker, slept, the symbiote would engulf him and send the somnambulator to battle evil.

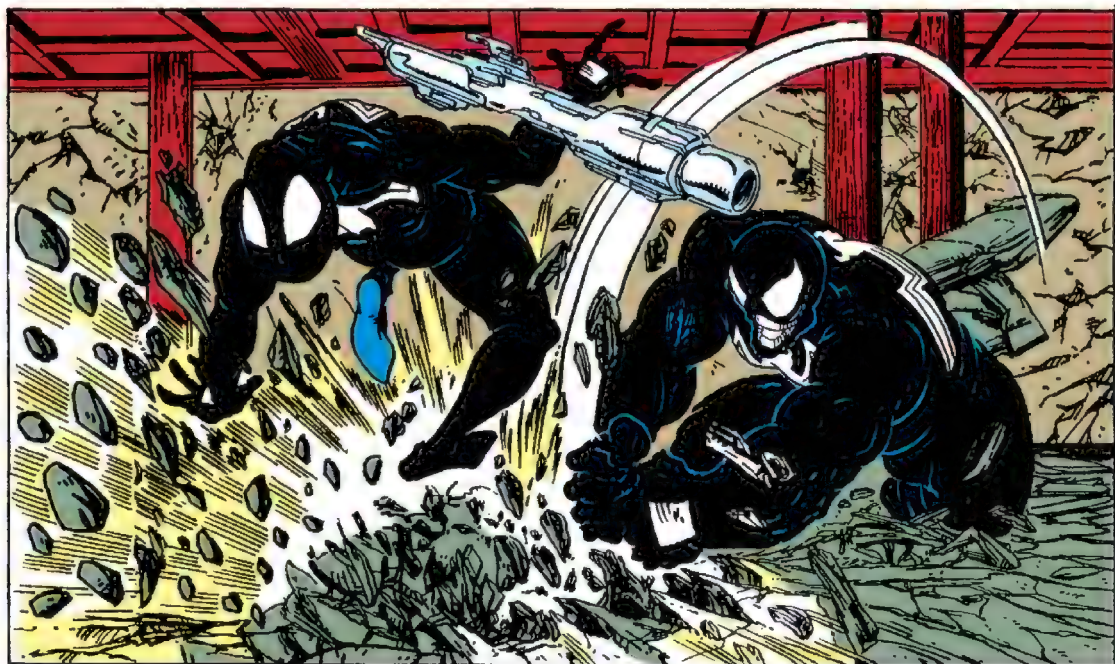
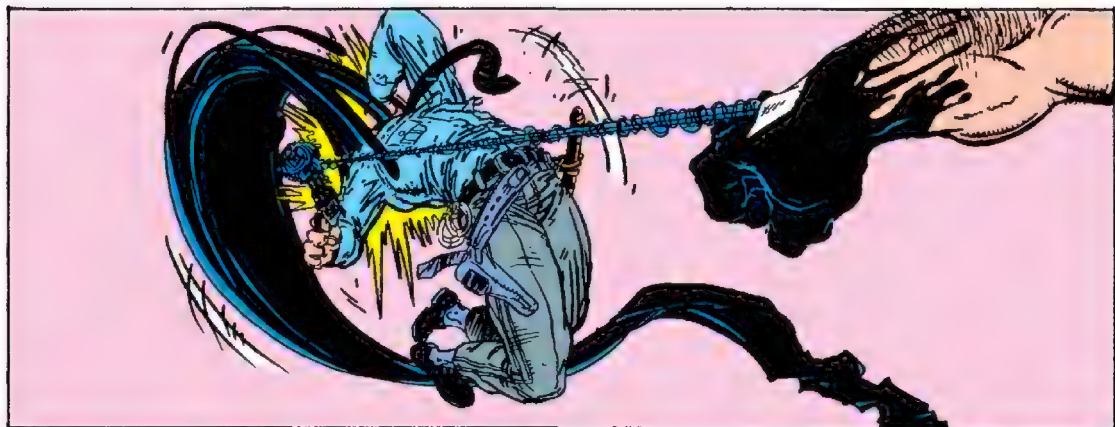
Later, Spider-Man battled the Puma, who perceived that the wall-crawler's webs were organic (see *Puma*). Startled by this revelation, Spider-Man accepted Reed Richards' offer to study the costume (see *Mr. Fantastic*). Richards learned that the costume was actually a living alien symbiote, a parasite trying to graft itself permanently to Spider-Man both mentally and physically. Richards succeeded in separating the alien costume from its host by shooting it with a "sonic blaster." He then contained the being in a special environmental cell.

But the alien was much more intelligent than anyone perceived. It escaped from its cell and made its way to Peter Parker's closet where it waited, disguised as a spare red-and-blue costume. Spider-Man unwittingly donned the costume, which immediately made itself apparent. He brought it to the bell tower at Our Lady of Saints Church gambling the intense sound of its bells would destroy it.

Spider-Man lost the gamble, and he succumbed to the bells before the costume did.







However, the empathic parasite had preyed upon the emotions of Spider-Man long enough to learn how to feel, and in feeling, to act. Sacrificing itself, the alien costume saved Spider-Man, who assumed it then crawled away to die.

Actually, the symbiote, weak and dying, slithered down into the church where Eddie Brock knelt in prayer at the altar. Raised a Catholic, he was begging forgiveness for the suicide he was contemplating. Brock had been a successful columnist for the newly-revived *Daily Globe* until he began writing a series of articles about the "Sin-Eater murders" (see *Sin-Eater*). A bogus offender had confessed to Brock about committing the murders. Protecting the "murderer's" identity under the First Amendment, Brock related his story every day in the *Globe* until mounting pressure from the authorities forced him to write an exclusive revealing the murderer.

Although that edition of the paper sold out immediately, Spider-Man soon revealed the true identity of the Sin-Eater to be Detective Stan Carter, making Brock a laughingstock among his fellow journalists. Fired from the *Daily Globe*, he was forced to write venomous drivel for scandal newspapers. Brock blamed his predicament on Spider-Man.

Brock began an intense physical workout program hoping to reduce the stress his life had become. However, such physical exertions only increased his violent obsession with Spider-Man. Although his body had been honed to near-perfection, Brock's mind was reduced to an all-consuming vessel of hatred.

It was this expression of fierce emotion that attracted the empathic parasite. In order to survive, the alien costume had to feed off the nearest and greatest source of emotion. The symbiote joined mentally and physically with Brock, whose emotions overwhelmed the already confused alien. The dominant thought on both their minds was that of Spider-Man. But Brock's sheer hatred for the crimfighter twisted the costume's feelings to a similar extent. In effect, Brock's emotions drove the symbiote insane, just as their bonding may have driven Brock over the edge.

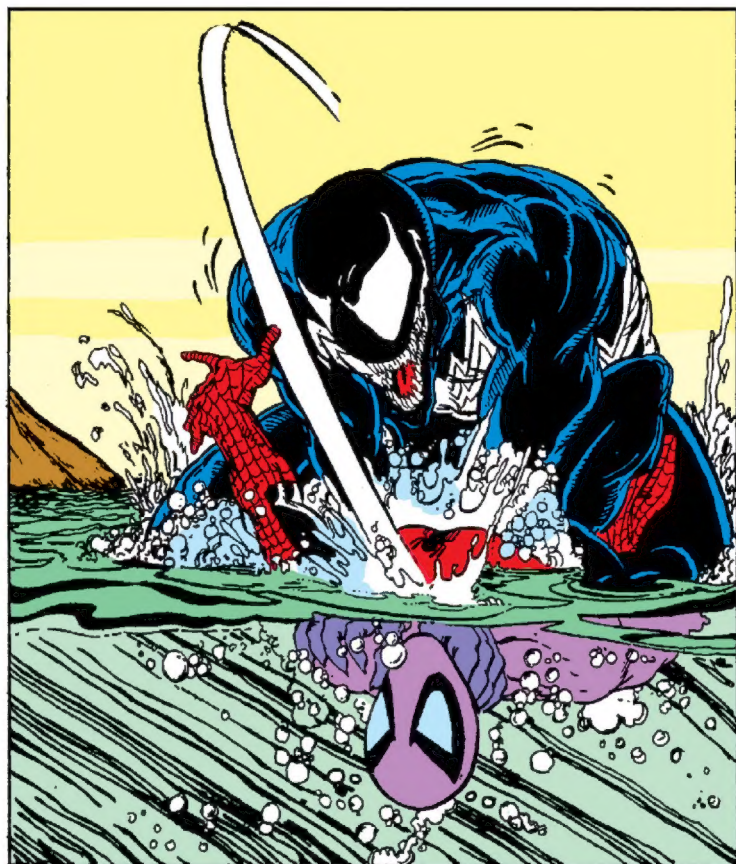
Brock soon discovered that the costume gave him all the powers of Spider-Man, and more besides. It also added bulk to his already large frame and increased his strength to superhuman levels. Calling himself "Venom," Brock directed the costume to sprout a hideous grin and he plotted his revenge.

Through the costume, Venom learned a great deal about Spider-Man, including his secret identity. Brock taunted Peter Parker with minor assaults, such as pushing him in front of a moving subway train. The alien costume could cancel out the wall-crawler's spider-sense presumably by projecting conflicting frequencies upon the brain waves which act as its mechanism.

Venom finally made a bold move when he confronted Parker's wife, Mary Jane Watson-Parker, at their old Chelsea apartment (see *Watson-Parker, Mary Jane*). Although Venom's twisted sense of morality did not allow him to physically harm Mary Jane, Spider-Man immediately realized the nature of this threat.

Taking the time to retrieve the sonic blaster from the *Fantastic Four*, Spider-Man challenged Venom at Our Lady of Saints Church (see *Fantastic Four*). Although he fired the blaster at Venom, Spider-Man soon discovered that the symbiote could not be separated from Brock because it had completely bonded with him. Trying to escape and rethink his options, Spider-Man was caught unawares by Venom. He captured Spider-Man and secured him to the inside of the church bell with a considerable amount of webbing.





Spider-Man narrowly escaped the bell's crushing clapper before defeating Venom by forcing him to deplete his webbing supply, of which the alien symbiote was actually comprised. Before the alien could regenerate enough of its mass to become a renewed threat, Spider-Man brought Venom to the Fantastic Four who imprisoned him in a sonic containment cell. The Fantastic Four then shipped Venom to the government super-prison in the Colorado Rockies called the Vault (see *Vault*).

Venom later escaped the Vault by directing the alien costume to disguise itself as a guard's uniform. A young guard who had just been assigned to the Vault was fooled into thinking that Venom was a fallen colleague and he released the gate mechanism which imprisoned the criminal. Venom killed the naive guard and escaped to New York City, where he once again confronted Spider-Man.

This time Spider-Man used psychological warfare upon Venom, by taunting the alien symbiote to return to him. The alien, torn by its love-hate relationship for Spider-Man, tried to leave Brock and to re-establish its link with its original owner. But the trauma of trying to detach itself from Brock's nervous system was too much to bear. The alien costume and Eddie Brock were both knocked unconscious and were subsequently returned to the Vault, where they are now incarcerated.

**Height:** 6'3"

**Weight:** 260 lbs.

**Eyes:** Blue

**Hair:** Reddish blond

**Strength level:** Venom possesses superhuman strength enabling him to lift (press) almost 11 tons.

**Known superhuman powers:** The alien costume, which has grafted itself to the nervous system of Eddie Brock, somehow absorbed the powers of Spider-Man during its brief symbiotic relationship with him. These powers have now been transferred to Brock, so long as he wears the costume. Brock had conditioned himself to lift (press) almost 700 lbs. before he came into contact with the costume. Once they merged, the costume added Spider-Man's superhuman strength to Brock's vast human strength, making him more powerful than Spider-Man.

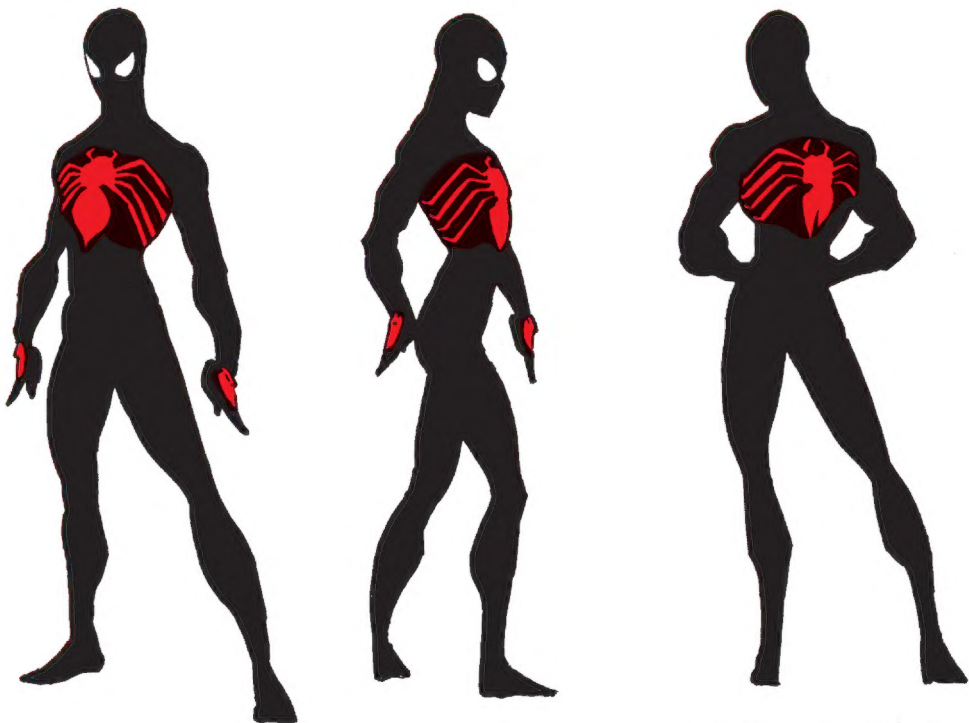
The alien costume also replicates Spider-Man's ability to cling to walls by controlling the flux of inter-atomic attraction between molecular boundary layers.

Venom can also shoot strands of the alien's substance in the form of "webbing" at high pressure up to a distance of 70 feet. The alien's substance seems to be composed of tough, flexible fibers of organic polymers, which regenerate swiftly after "shedding." The strands have extraordinary adhesive properties which diminish rapidly once they abandon their living source. After about three hours, with no source to nourish them, the strands dry up like dead skin and dissolve into a powder. The strands possess a tensile strength of 125 pounds per square millimeter of cross section.

Venom also possesses an extrasensory ability similar to Spider-Man's spider-sense. This response is not as complicated as Spider-Man's inherent sense since the alien costume can detect danger from every direction and conduct Brock in plenty of time. It is not as efficient as Spider-Man's spider-sense because it takes longer to communicate the danger, and Brock's reflexes are not as fast as Spider-Man's, even though they are enhanced by the alien costume. It is unknown whether Venom could dodge a gunshot or a barrage of bullets. ■



Spider-Man black costume design from Marvel Age #12





# THE ORIGIN OF VENOM!



The Beyonder's Battleworld might seem a strange place to get new threads, but it's Spider-Man who becomes unraveled when his shape-changing costume attempts to darken his life as well as his fashion sense! But ridding himself of his riotous raiment proves an even greater mistake when its alien enmity bonds with mortal madness to form our hero's most dedicated decimator! Plus: the first appearances of Puma and the Rose! Mary Jane Watson's startling secret! And the debut of the battling...Bag-Man!? Guest-starring the Black Cat, the Fantastic Four and more!

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